DOCUMENTS DEPARTMENT

5/S

SAN FRANCISCO
PUBLIC LIBRARY

REFERENCE
BOOK

Not to be taken from the Library

3 2008

SAN FRANCISCO
PORT COMMISSION

REGULAR MEETING
4:00 P.M., TUESDAY, SEPTEMBER 8, 1998
FERRY BUILDING, SUITE 3100
SAN FRANCISCO, CA 94111

DOCUMENTS DEPT.
SEP 04 1998
SAN FRANCISCO
PUBLIC LIBRARY

AGENDA

1. **ROLL CALL**

2. **APPROVAL OF MINUTES** - August 25, 1998 Regular Meeting

3. **EXECUTIVE**

   A. Executive Director's Report

      (1) Report and informational presentation regarding the Coca-Cola sponsored children's play structure to be located at Pacific Bell Ballpark.

4. **MARITIME**

5. **REAL ESTATE**

   A. Approval of six-month Exclusive Right to Negotiate with Grosvenor Bus Lines, Inc. d.b.a. The Gray Line for 26,000 sq. ft. of shed space; 2,500 sq. ft. of interior office space; 1,944 sq. ft. of outbuilding shed space; 11,350 sq. ft. of office space and 300,000 sq. ft. of paved yard at Pier 96 located at the eastern foot of Cargo Way at Jennings Street. (Resolution No. 98-84)

6. **FACILITIES & OPERATIONS**

   A. Authorization to award Contract No. 2651, for wetlands and public access construction at Pier 98, to Bauman Landscape. (Resolution No. 98-82)

   B. Authorization to advertise for competitive bids for Contract No. 2655, "Maintenance Dredging at Pier 35 East Phase II, Pier 35 West, and Pier 80 Berths A, B, and C." (Resolution No. 98-83)

3 1223 05465 5452

7. **PLANNING & DEVELOPMENT**

NOTE: ITEM 7A WILL BE TAKEN OUT OF ORDER AND HEARD AT APPROXIMATELY 5 P.M.

A. Informational presentation and public hearing on the location of the James Herman Cruise Ship Terminal.

8. **FINANCE & ADMINISTRATION**

9. **CONSENT CALENDAR**

10. **NEW BUSINESS / PUBLIC COMMENT**

Public comment is permitted on any matter within Port jurisdiction and is not limited to agenda items. Public comment on non-agenda items may be raised during New Business/Public Comment. Please fill out a speaker card and hand it to the Commission Secretary. If you have any question regarding the agenda, please contact the Commission Secretary at 274-0406.

11. **EXECUTIVE SESSION**

A. Vote on whether to hold closed session to confer with Legal Counsel and Real Property Negotiator.

B. CLOSED SESSION

(1) CONFERENCE WITH REAL PROPERTY NEGOTIATOR - This is specifically authorized under California Government Code Section 54956.8. ***This session is closed to any non-City/Port representative.****

a. Property: Ferry Building
Person Negotiating:
Port of San Francisco: Paul Osmundson, Director of Planning & Development

An executive session has been calendared to instruct the real estate negotiator regarding responses received to the Request for Proposal.

b. Property: Port property located at Mission Bay bordered by Illinois Street and Terry Francois Blvd. and Mission Rock Street

Person Negotiating:
Port representative: Paul Osmundson, Director of Planning & Development
*Catellus Representative: Doug Stimpson, Vice President and CFO

Under Negotiation: ____ Price ____ Terms of Payment _X_ Both
An executive session has been calendared to discuss real property negotiations between the Port and Catellus, regarding the property located at Mission Bay.

c. Property: Port property located at Pier 33
Person Negotiating:
Port Representative: Douglas F. Wong, Executive Director
*Whitney Cressman Limited: Stan Cohn

Under Negotiation: ____ Price ____ Terms of Payment _X_ Both
An executive session has been calendared to discuss real property negotiations between the Port and Whitney Cressman Limited regarding the property located at Pier 33.

(2) CONFERENCE WITH LEGAL COUNSEL REGARDING PROPOSED SETTLEMENT:

a. Proposed settlement of potential litigation with Harbor Bay Maritime in the amount of $18,000.

(3) CONFERENCE WITH LEGAL COUNSEL REGARDING ANTICIPATED LITIGATION MATTER:

a. Discuss significant exposure to litigation pursuant to subdivision (b) of the California Government Code Section 54956.9 (one case).

12. RECONVENE IN OPEN SESSION

A. Possible report on actions taken in closed session pursuant to Government Code 54957.1(a)2 and San Francisco Administrative Code 67.14(b)(2).

B. Vote in open session on whether to disclose any or all executive session discussions pursuant to Government Code 54957.1(a)(2) and San Francisco Administrative Code 67.14(b)(2).

13. ADJOURNMENT

DOCUMENTS DEPT.
SEP 04 1998
SAN FRANCISCO
PUBLIC LIBRARY

NOTICE
Special Order of Agenda

FOR PORT COMMISSION MEETING SCHEDULED ON TUESDAY, SEPTEMBER 8, 1998 AT 4:00 P.M.

ITEM 7A. INFORMATIONAL PRESENTATION AND PUBLIC HEARING ON THE LOCATION OF THE JAMES HERMAN CRUISE SHIP TERMINAL

THIS ITEM WILL BE TAKEN OUT OF ORDER AND HEARD AT APPROXIMATELY 5 P.M.

The Port of San Francisco Waterfront Land Use Plan identified three possible sites for the location of a modern passenger cruise terminal at the Port: Pier 35 (the site of the Port's existing cruise terminal); Pier 27-29 in the northeast waterfront and Pier 30-32 in South Beach.

The Port has prepared a draft background report on the advantages and disadvantages of these three sites, and will have an informational public hearing on Tuesday, September 8 at approximately 5:00 p.m. to hear public testimony on this matter.

For more information and/or request a copy of the background report, which will be available on Thursday, September 3rd, please contact Anne Cook, Manager of Waterfront Development, at 415-274-0483.

The September 8th Port Commission agenda will be mailed on Wednesday, Sept. 2nd.

♦●●♦●●●●♦

Port Commission Room
Suite 3100, Ferry Building
San Francisco, CA 94111
(415) 274-0406

PORT OF SAN FRANCISCO

Ferry Building
San Francisco, CA 94111
Telephone 415 274 0400
Fax 415 274 0528
www.sfport.com

MEMORANDUM

September 2, 1998

TO: MEMBERS, PORT COMMISSION
Hon. Denise McCarthy, President
Hon. Kimberly Brandon, Vice President
Hon. Michael Hardeman

FROM: Douglas F. Wong
Executive Director

SUBJECT: Approval of six-month Exclusive Right to Negotiate with Grosvenor Bus Lines, Inc. d.b.a. The Gray Line for 26,000 square feet of shed space; 2,520 square feet of interior office space; 1,944 square feet of outbuilding shed space; 11,350 square feet of office space and 300,000 square feet of paved yard at Pier 96 located at the eastern foot of Cargo Way at Jennings Street.

DIRECTOR'S RECOMMENDATION: APPROVE EXCLUSIVE RIGHT TO NEGOTIATE WITH GROSVENOR BUS LINES, INC. D.B.A. THE GRAY LINE.

BACKGROUND

By Port Resolution No. 98-13 dated February 10, 1998, the Port Commission authorized staff to issue a Request for Proposals (RFP) to lease the heavy vehicle maintenance facility, adjacent outbuildings and paved yard space at Pier 96 and up to 11,350 square feet of office space in Pier 96 as shown on Attachment A.

On July 22, 1998, Port staff issued the RFP. Direct mail solicitations were sent to over 150 real estate brokers and trucking and transportation firms in Northern California. A site tour of the facilities was conducted for interested bidders on July 29, 1998. As of the deadline for receipt of proposals, August 6, 1998, the Port had received only one responsive bid. That proposal was delivered by Grosvenor Bus Lines, Inc., d.b.a. The Gray Line ("Gray Line").

THIS PRINT COVERS CALENDAR ITEM NO. 5A

Gray Line proposed to lease the following properties and facilities on the following terms:

1. **Premises**:

Pier 96 Maintenance and Repair Building 26,080 sq. ft.	$7,824.00 per month. ($0.30 per sq. ft.)
Outbuildings 1,944 sq. ft.	$583.00 per month ($0.30 per sq. ft.)
Interior Offices 2,520 sq. ft.	$2,822.00 per month ($1.12 per sq. ft.)
Paved Yard 300,000 sq. ft.	$30,000.00 per month ($0.10 per sq. ft.)
Pier 96 Administration Building Offices 11,350 sq. ft.	$12,722.00 per month ($1.12 per sq. ft.)
TOTAL RENT	$53,951.00 per month

2. **Term**: Ten (10) years.

3. **Use**: Operation and maintenance of a fleet of charter buses and directly related administrative offices

Gray Line has requested that the Port enter into an Exclusive Right to Negotiate providing for a six-month negotiating period along with up to six (6) one-month options to extend the negotiating period. During the exclusive negotiating period, the Port would be precluded from soliciting or considering any other proposals or negotiating with any other party with respect to the site affected by the Exclusive Right to Negotiate.

During the exclusive negotiation period Gray Line and Port staff would attempt to finalize the terms and conditions of a lease for the proposed premises. Additionally, Gray Line would use the exclusive negotiation period to secure, with the Port's cooperation, all regulatory approvals necessary to permit the use of the proposed premises for the operation and maintenance of a fleet of charter buses including without limitation those approvals required under the California Environmental Quality Act ("CEQA").

Once all regulatory approvals have been obtained and following the successful completion of lease negotiations, the final proposed lease will be presented to the Port Commission for approval and transmission to the Board of Supervisors of the City and County of San Francisco for its approval.

Exclusive Right To Negotiate Agreement

Gray Line and Port staff have negotiated a proposed Exclusive Right to Negotiate containing the following terms and conditions:

Commencement Date:	September 9, 1998.
Expiration Date:	March 31, 1999.
Negotiating Fee:	$108,000.00 to be applied to Gray Line's Security Deposit and Base Rent obligations under the terms of a final lease. The Negotiating Fee is "non-refundable" except that the Negotiating Fee would be refundable if Gray Line was unable to secure all required permits and regulatory approvals in spite of Gray Lines diligently initiated and pursued good faith efforts to do so.
Option to Extend the Negotiating Period:	Six (6) periods of one (1) month each.
Option Fee:	$25,000.00 per one (1) month period. The Option Fees are "non-refundable" (see discussion of Negotiating Fee, above).
Negotiation of Lease:	During the negotiation period substantially in conformance with terms set forth in Exhibit A.
Right to Entry:	For due diligence and environmental audits and investigations subject to the issuance by the Port of a Permit to Enter substantially in conformance with the form attached as Exhibit B.
Regulatory and Environmental Approvals:	During the Negotiation Period, Gray Line with the cooperation of the Port will seek to obtain all regulatory and Environmental approvals, including without limitation those approvals required under the California Environmental Quality Act ("CEQA").
Non-Assignability:	The Exclusive Right cannot be assigned.

A copy of the proposed Exclusive Right to Negotiate and its attached exhibits has been delivered to the Port Commission Secretary and is attached to this Memorandum as Attachment B except that the Option Fee would be refundable if Gray Line was unable to secure all required permits and regulatory approvals during the Option Period in spite of Gray Line's diligently initiated and pursued good faith efforts to do so.

Future Maritime Use of Piers 94 – 96.

Port Real Estate and Asset Management and Maritime staffs believe that the interim (10 years) lease of the facilities affected by this Exclusive Right will not restrict the Port's ability to utilize Piers 94 – 96 for container, automobile, bulk or special cargo projects, should future demand require the use of these pier cargo handling facilities.

Recommendation:

Port staff recommends approval of the Exclusive Right to Negotiate.

Prepared by: Nicolas J. Dempsey, Commercial Leasing Manager

\\\
\\\
\\\

PORT COMMISSION
CITY AND COUNTY OF SAN FRANCISCO

RESOLUTION NO. 98-84

WHEREAS, Charter Section 3.581 empowers the Port Commission with the power and duty to use, conduct, operate, maintain, manage, regulate and control the Port area of San Francisco; and

WHEREAS, under Charter Section 3.581 (g) leases granted or made by the Port Commission shall be administered exclusively by the operation forces or the Port Commission; and

WHEREAS, on July 22, 1998 the Port issued a Request for Proposals for the leasing of portions of Pier 96 and the Pier 96 Administration Building; and

WHEREAS, Grosvenor Bus Lines, Inc., d.b.a. The Gray Line submitted the only response to the Request for Proposals; and

WHEREAS, Grosvenor Bus Lines, Inc., d.b.a. The Gray Line's proposal was consistent with the Port's previously approved Rental Rate Structure (Port Commission Resolution 98-34); and

WHEREAS, based upon its review and evaluation of the response to the Request for Proposals, Port staff recommends that the Port Commission award to Grosvenor Bus Lines, Inc. d.b.a. The Gray Line the opportunity to enter into an Exclusive Right to Negotiate agreement substantially in the form attached as Attachment B and incorporating the economic parameters outlined in the Memorandum of Agenda Item 5A for the September 8, 1998 Port Commission meeting; now therefore, be it

RESOLVED, that the Port Commission hereby awards Grosvenor Bus Lines, Inc., d.b.a. The Gray Line the opportunity to enter into an Exclusive Right to Negotiate Agreement with the Port to lease portions of Pier 96 and the Pier 96 Administration Building for use in the operation and maintenance of a fleet of charter buses and directly related administrative offices and hereby authorizes the Executive Director of the Port, or its designee, to execute the Exclusive Right to Negotiate agreement; substantially in the form attached as Attachment B and incorporating the economic parameters outlined in the Memorandum of Agenda Item 5A for the September 8, 1998 Port Commission meeting with the understanding that the final terms and

conditions of the lease negotiated between Grosvenor Bus Lines, Inc., d.b.a. The Gray Line and Port staff during the Exclusive Negotiation period will be subject to the approval of the Port Commission; and be it further

RESOLVED, the Port will not enter into any final lease for the project which will allow for its development until there has been complete compliance with the California Environmental Quality Act (CEQA) and if the project is found to cause significant adverse impacts that have been mitigated, the Port retains absolute discretion to: (1) modify the project to mitigate significant adverse environmental impacts; (2) select feasible alternatives which avoid significant adverse impacts of the proposed project; (3) reject the project as proposed if the economic and social benefits of the project do not outweigh otherwise unavoidable significant adverse impacts of the project; or (4) approve the proposed project upon a finding that the economic and social benefits of the project outweigh otherwise unavoidable significant adverse impacts of the project.

I hereby certify that the foregoing resolution was adopted by the Port Commission at its meeting of September 8, 1998.

_____
Secretary

PORT OF SAN FRANCISCO

Ferry Building
San Francisco, CA 94111
Telephone 415 274 0400
Fax 415 274 0528
www.sfport.com

MEMORANDUM

September 2, 1998

TO: MEMBERS, PORT COMMISSION
Hon. Denise McCarthy, President
Hon. Kimberly Brandon, Vice-President
Hon. Michael Hardeman

FROM: Douglas F. Wong
Executive Director

SUBJECT: **Authorization to award Contract No. 2651, for wetlands and public access construction at Pier 98, to Bauman Landscape, Inc.**

DIRECTOR'S RECOMMENDATION: THAT THE COMMISSION AUTHORIZE THE EXECUTIVE DIRECTOR TO AWARD CONTRACT NO. 2651 FOR WETLANDS AND PUBLIC ACCESS CONSTRUCTION AT PIER 98 TO BAUMAN LANDSCAPE.

The Port Commission authorized advertisement of Construction Contract No. 2651 on April 28, 1998. Four bids were received on July 7, 1998. A Bid Summary is attached. A review by HRC and Port staff determined Bauman Landscape to be the lowest responsive bidder, achieving the minority and woman-owned business enterprise participation goals of 25% and 12%, respectively. The contract scope includes grading and excavation, installation of a geosynthetic cover, and construction of public access amenities such as a fishing pier, benches, and picnic and viewing areas. Subject to Commission approval, staff recommends that the work commence as soon as possible.

Bauman Landscape's bid is in the amount of $1,290,250 for the base and additive lump sum items, and $133,400, for the unit cost items at estimated quantities, for a total estimated cost of $1,423,650. Staff recommends the award of the contract for $1,566,020 which includes a 10% contingency for unforeseen circumstances which may arise during construction, and authorization for the Executive Director to accept the work once it is complete.

Prepared by: Carol Bach, Project Manager
Environmental Health & Safety Section

THIS PRINT COVERS CALENDAR ITEM NO. 6A

PORT COMMISSION
CITY AND COUNTY OF SAN FRANCISCO

RESOLUTION NO. 98-82

WHEREAS, the Port proposes to construct wetlands and public access improvements at Pier 98 in accordance with project design previously approved by the Port Commission and regulatory agencies; and

WHEREAS, the Commission authorized the advertisement of Contract No. 2651 at its regular meeting of April 28, 1998; and

WHEREAS, Bauman Landscape submitted the lowest bid responsive to HRC requirements; and

WHEREAS, the construction work includes excavation and grading, installation of a geosynthetic cover, and construction of public access amenities; now therefore be it

RESOLVED, that the Port Commission authorizes the award of Contract No. 2651 to Bauman Landscape for $1,566,020, and authorization for the Executive Director to accept the work once it is complete.

I hereby certify that the foregoing resolution was adopted by the Port Commission at its meeting of September 8, 1998.

_____
Secretary

C:\WINDOWS\TEMP\Resolution - Award Contract to Bauman.doc

BID SUMMARY
PORT OF SAN FRANCISCO

Prepared By: Carol Bach

Date: 7/8/98

Project: Pier 98 Wetlands and Public Access Construction

Contract No.: 2651 Project Engineer: Carol Bach Bids Opened: 7/7/98

			Peak Engineering 1335 6th Street SF, CA 94107 (415) 252-8140		Ryan Engineering 141 So. Maple Ave. So.SF, CA 94080 (650)877-8088		Gordon Ball 333 Camille Ave. Alamo, CA 94507 (925)838-5675		Bauman Landscape 115 Brookside Ave. Richmond, CA 95801 (510)236-1212	
Bid Item #	Description	Estimated Quantity	Unit /LS Price	Total	Unit /LS Price	Total	Unit /LS Price	Total	Unit /LS Price	Total
B1	All other work	1 L/S	$238,786	$238,786	$143,186	$143,186	$165,000	$165,000	$60,000	$60,000
B2	Provide and construct wetlands and public access features	1 L/S	$600,000	$600,000	$712,929	$712,929	$610,000	$610,000	$914,550	$914,550
B3	Mobilization	1 L/S	$44,000	$44,000	$30,975	$30,975	$30,000	$30,000	$45,000	$45,000
A1	Trail to fishing pier	1 L/S	$25,000	$25,000	$19,872	$19,872	$30,000	$30,000	$27,200	$27,200
A2	Bird viewing area #2	1 L/S	$5,000	$5,000	$13,335	$13,335	$10,000	$10,000	$8,000	$8,000
A3	Fishing pier	1 L/S	$150,540	$150,540	$158,067	$158,067	$135,000	$135,000	$170,000	$170,000
A4	Hydroseeding	1 L/S	$32,340	$32,340	$11,539	$11,539	$40,000	$40,000	$26,000	$26,000
A5	Provide public use amenities	1 L/S	$6,000	$6,000	$15,772	$15,772	$12,000	$12,000	$8,500	$8,500
A6	Bird viewing area #1	1 L/S	$10,000	$10,000	$13,335	$13,335	$33,000	$33,000	$30,000	$30,000
A7	Stripe parking area	1 L/S	$1,000	$1,000	$588	$588	$4,000	$4,000	$1,000	$1,000
	Totals			$1,112,666		$1,119,598		$1,069,000		$1,290,250

rl:f:\project\forms\lotus\bidsumm.wk4

BID SUMMARY
PORT OF SAN FRANCISCO

Prepared By: Carol Bach

Date:

Project: Pier 98 Wetlands and Public Access Construction

Contract No.: 2651 Project Engineer: Carol Bach Blds Opened: 7/7/98

		Peak Engineering 1335 6th Street SF, CA 94107 (415) 252-8140		Ryan Engineering 141 So. Maple Ave. So.SF, CA 94080 (650)877-8088		Gordon Ball 333 Camille Ave. Alamo, CA 94507 (925)838-5675		Bauman Landscape 115 Brookside Ave. Richmond, CA 95801 (510)236-1212	
Required Forms	Document #	Yes (Y)	No (N)	Yes (Y)	No (N)	Yes (Y)	No (N)	Yes (Y)	No (N)
Bid	00300	Y		Y		Y		Y	
Addenda Acknowledgement		Y		Y		Y		Y	
Schedule of Bid Prices	00302	Y		Y		Y		Y	
Schedule of Unit Prices	00304	Y		Y		Y		Y	
Bid Bond	00411	Y		Y		Y		Y	
Experience & Financial Qualification	00420	Y		y		y		y	
List of Subcontractors	00430	Y		y		y		y	
Non-Collusion Certification	00481	Y		y		y		y	
HRC Form 1		Y		Y		Y		Y	
HRC Form 2A		Y		Y		Y		Y	
HRC Form 2B		Y		Y		Y		Y	
HRC Form 3		Y		Y		Y		Y	
HRC Form 12B-101		Y		Y		Y		Y	
HRC Form 12B-102		Y		Y		Y		Y	
HRC Form 12B-103		Y		Y		Y		Y	
Apprenticeship Program	00490	Y		Y		Y		Y	
Business Tax Reg Declaration	00491	Y		Y		Y		Y	
Highest General Prevailing Wage	00492	Y		Y		Y		Y	
Equal Opp Empl & Bus Practices: LD	00493	Y		Y		Y		Y	
MacBride Principles	00494	Y		Y		Y		Y	
Notes:									
Deemed Responsive by Engin & HRC (Y/N) ?		N		N		N		Y	

Total Bid →		from other page			
PREFERENCES (as applicable):		$1,112,666	$1,119,598	$1,069,000	$1,290,250
MBE	10%	$1,112,666	no preference applies	no preference applies	no preference applies
WBE	10%	($)			
LBE	5%	($)			
JV	5%	($)			
JV	7.5%	($)			
JV	10%	($)			
Adjusted Bid →		$1,001,399	$1,119,598	$1,069,000	$1,290,250

PORT OF SAN FRANCISCO

Ferry Building
San Francisco, CA 94111
Telephone 415 274 0400
Fax 415 274 0528
www.sfport.com

MEMORANDUM

September 2, 1998

TO: MEMBERS, PORT COMMISSION
Hon. Denise McCarthy, President
Hon. Kimberly Brandon, Vice President
Hon. Michael Hardeman

FROM: Douglas F. Wong
Executive Director

SUBJECT: Authorization to Advertise for Competitive Bids for Contract No. 2655, Maintenance Dredging at Pier 35 East, Phase II, Pier 35 West, and Pier 80 Berths A, B and C.

DIRECTOR'S RECOMMENDATION: TO AUTHORIZE STAFF TO ADVERTISE FOR COMPETITIVE BIDS FOR MAINTENANCE DREDGING AT PIER 35 EAST, PHASE II, PIER 35 WEST, AND PIER 80 BERTHS A, B AND C

The Port requires maintenance dredging at the Pier 35 Cruise Terminal and the Pier 80 Cargo Terminal. The Port seeks authorization to advertise for bids for such work under Contract No. 2655. The recently completed Pier 35 East Maintenance Dredging, Contract 2653, did not include the dredging of materials unsuitable for in-bay disposal. This new contract will include dredging of materials unsuitable for in-bay disposal from the East Berth and complete dredging of the West Berth. The Pier 35 West Berth also requires some dredging of materials unsuitable for in-bay disposal. Similarly, the maintenance dredging at Pier 80 Berths A, B and C includes disposal of materials unsuitable for in-bay disposal, if encountered. The maintenance dredging work includes contractor mobilization and demobilization, surveying, dredging, and dredge spoils and debris disposal. The cost estimate for this dredging is $2,300,000.00, which includes a 15% contingency. This cost estimate includes disposal of dredge spoils unsuitable for in-bay disposal.

Prepared by: Ed Byrne, Senior Civil Engineer, SE

THIS PRINT COVERS CALENDAR ITEM NO. **6B**

PORT COMMISSION
CITY AND COUNTY OF SAN FRANCISCO

RESOLUTION NO. **98-83**

WHEREAS, the Port requires maintenance dredging at the Pier 35 Cruise Terminal and the Pier 80 Cargo Terminal; and

WHEREAS, the maintenance dredging recently completed at Pier 35 East under Contract 2653, did not include dredging of materials unsuitable for in-bay disposal; and

WHEREAS, this new contract, Contract No. 2655, will include the dredging of materials unsuitable for in-bay disposal from East Berth and complete dredging of the West Berth; and

WHEREAS, the Pier 35 West Berth also contains some dredging of materials unsuitable for in-bay; and

WHEREAS, the Pier 80 Berths A, B and C dredging includes provision for dredging and disposal of unsuitable materials, if encountered; and

WHEREAS, the new maintenance dredging work includes contractor mobilization and demobilization, surveying, dredging, and dredge spoils and debris disposal.

WHEREAS, the cost estimate for this dredging is $2,300,000.00, which includes a 15% contingency; now, therefore, be it

RESOLVED, that the San Francisco Port Commission hereby authorizes Port Staff to Advertise for Competitive Bids for Contract No. 2655, the Maintenance Dredging at Pier 35 Cruise Terminal East Berth, Phase II, Pier 35 West and Pier 80 Berths A, B, and C.

I hereby certify that the foregoing resolution was adopted by the Port Commission at its meeting of September 8, 1998.

_____
Secretary

MBE & WBE SUBCONTRACTING GOALS WORKSHEET (REV. 0)

PROJECT: Dredging, Contract No. 2655
PREPARED BY: Ed Byrne, Senior Civil Engineer
09/02/98

	BASE BID COST ESTIMATE	Total Cost	Trucking	Dredging
LS-1	Mobilization	$ 40,000.00	$ -	$ 40,000.00
UP-1	P35E, Alcatraz disposal	$ 43,890.00	$ -	$ 43,890.00
UP-2	P35E, upland disposal	$ 284,350.00	$ 28,435.00	$ 255,915.00
UP-3	P35W, Alcatraz disposal	$ 214,815.00	$ -	$ 214,815.00
UP-4	P35W, upland disposal	$ 230,725.00	$ 23,072.50	$ 207,652.50
UP-5	P80C, Alcatraz disposal	$ 147,900.00	$ -	$ 147,900.00
UP-6	P80B, Alcatraz disposal	$ 205,800.00	$ -	$ 205,800.00
UP-7	P80A, Alcatraz disposal	$ 186,000.00	$ -	$ 186,000.00
	TOTAL BASE BID	**$ 1,353,480.00**	**$ 51,507.50**	**$ 1,301,972.50**

BASE BID ITEMS: Breakdown of work, goals (per HRC Feb 98 chart), and % Calcs:

	CONSTRUCTION CATEGORY		ESTIMATED COST	MBE %	MBE $	WBE %	WBE $
1	Dredging	$	1,301,972.50	NA	NA	NA	NA
2	Trucking	$	51,507.50	47.37	$24,399	14.04	$7,232
	TOTAL	**$**	**1,353,480.00**				
	SUBCONTRACTING DOLLAR TOTALS ON BASE BID				$24,399		$7,232
	BASE BID SUBCONTRACTING % GOALS			**2%**		**1%**	

ADDITIVE BID ITEMS: Breakdown of work, goals (per HRC Feb 98 chart), and % Calcs:

1	Dredging cost per Cubic Yard	$	49.50	NA	NA	NA	NA
2	Trucking cost per Cubic Yard	$	5.50	47.37	$3	14.04	$1
	TOTAL	**$**	**55.00**				
	SUBCONTRACTING DOLLARSs PER CUBIC YARD				**$3**		**$1**
	ADDITIVE BID ITEM SUBCONTRACTING % GOALS			**5%**		**1%**	

PORT OF SAN FRANCISCO

Contract 2655 Cost Estimate & Schedule

Pier 35 East , Phase II, Pier 35 West, Pier 80 B & C

FACILITY NAME	DREDGE DEPTH (M.L.L.W.)	Estimated Dredging Quantities, Cost and Schedule					
		Quantity Cu. Yds.	Assumed Upland Disposal CY's	Up-land Disposal ($)	In-Bay Dredging Disposal Cost ($)	Estimated Dredging Cost ($)	Estimated Construction Duration (days)
Pier 35 East	-35 ft.	19,800	5,170	$ 284,350.00	$ 43,890.00	$ 328,240.00	5
Pier 35 West	-30 ft.	75,800	4,195	$ 230,725.00	$ 214,815.00	$ 445,540.00	20
Pier 80 B	-38 ft.	68,600	*6,860*	*$ 377,300.00*	$ 185,220.00	$ 562,520.00	18
Pier 80 C	-35ft.	49,300	*0*	*$ -*	$ 147,900.00	$ 147,900.00	13
Pierr 80 A	-38ft.	62,000	*6,200*	*$ 341,000.00*	$ 167,400.00	$ 508,400.00	17
TOTALS		275,500	22,425	$ 1,233,375.00	$ 759,225.00	$ 1,992,600.00	73

NOTES:

1. All dredge materials are to be slurried or clamshell dredged, volumes are in-situ with 2 foot over dredge included.
2. The dredging cost is based on the future estimated unit price of $ 3.00 per cu.yds.
3. The spoil material removal estimate cost is $55 per cu.yds
4. Construction duration based on 3750 CY/day
5. Costs in *italics* represent estimated quantities for unknown conditions.

PORT OF SAN FRANCISCO

Ferry Building
San Francisco, CA 94111
Telephone 415 274 0400
Fax 415 274 0528
www.sfport.com

MEMORANDUM

September 2, 1998

TO: MEMBERS, PORT COMMISSION
Hon. Denise McCarthy, President
Hon. Kimberly Brandon, Vice President
Hon. Michael Hardeman

FROM: Douglas F. Wong
Executive Director

SUBJECT: Informational Presentation and Public Hearing on the location of the James R. Herman Cruise Ship Terminal

DIRECTOR'S RECOMMENDATION: INFORMATION ITEM; NO ACTION REQUIRED

The Port of San Francisco Waterfront Land Use Plan identifies three possible sites for the location of a modern passenger cruise terminal at the Port: Pier 35 (the site of the Port's existing cruise terminal); Pier 27-29 in the northeast waterfront and Pier 30-32 in South Beach.

Port staff has prepared the attached draft background report on the advantages and disadvantages of these three sites for discussion at the September 8th Port Commission meeting. After receiving Port Commission and public comments at this meeting, Port staff will revise the Draft Report, as necessary. Port staff intends to seek Port Commission approval of a preferred cruise terminal location at the Commission's September 22nd meeting.

Please feel free to contact Paul Osmundson at 274-0546 with any comments or questions regarding the report.

Prepared by: Paul Osmundson
Director of Planning & Development

THIS PRINT COVERS CALENDAR ITEM NO. 7A

ALTERNATIVE SITES FOR THE JAMES HERMAN CRUISE SHIP TERMINAL

DISCUSSION DRAFT REPORT
SEPTEMBER 2, 1998

This is a Draft Report for public review and comment. The Port Commission will hold a public hearing on the location of a new cruise terminal on Tuesday, September 8, 1998 at 5:00pm in the Port Commission Room in the Ferry Building. For more information, please call Anne Cook, Manager of Waterfront Development, at (415) 274-0483.

TABLE OF CONTENTS

CHAPTER 1: INTRODUCTION.....PAGE 1

CHAPTER 2: TRENDS IN THE CRUISE INDUSTRY.....2

CHAPTER 3: IMPLICATIONS FOR SAN FRANCISCO.....6

CHAPTER 4: SPACE AND SITE REQUIREMENTS FOR A MODERN CRUISE TERMINAL.....9

CHAPTER 5: THE EXISTING CRUISE TERMINAL AT PIER 35.....11

CHAPTER 6: ASSESSMENT OF ALTERNATIVE CRUISE TERMINAL SITES.....13

CHAPTER 7: SUMMARY OF FINDINGS.....21

CHAPTER 8: NEXT STEPS.....22

CHAPTER 9: ENDNOTES.....23

APPENDIX A.....24

1. INTRODUCTION

San Francisco boasts a beautiful waterfront, a vibrant downtown, and some of the most visited tourist attractions in the United States. The City could also become one of the most attractive cruise destinations in the world. The cruise industry in general is booming; worldwide, the industry has grown by 50 percent in the past five years, and 85 percent of cruise passengers are from North America. Yet, San Francisco sees only moderate levels of cruise business and opportunities for growth may slip away.

Many factors contribute to this anomaly. Most significantly, San Francisco is at a geographic disadvantage when compared to other ports. Due to its location, San Francisco's primary cruise destinations are limited to Alaska and Mexico, which require cruises within the 10-12 day range. Vancouver, on the other hand, captures the four to seven day Alaska market, capitalizing on the market demand for shorter cruises. Cruises to San Francisco are also limited by the Passenger Services Act (PSA), an 1886 federal statute that prevents foreign-flagged cruise ships, which now dominate the cruise market, from sailing between U.S. ports without a stop at a foreign port along the way. As a result of these and other factors, the Port of San Francisco receives between 40 and 50 calls per year.

Despite the limited number of calls it currently receives, San Francisco's existing cruise terminal at Pier 35 does not efficiently meet the current needs of cruise lines and passengers, much less the expected increase in future business. Certain immutable conditions make Pier 35 an infeasible site for a new or redesigned cruise terminal. This report therefore examines the strengths and weaknesses of two alternative cruise terminal sites available to the Port (Piers 27/29 and 30/32) and assesses the space and site requirements to adequately accommodate a modern cruise facility. In addition, the report analyzes trends in the cruise industry that affect San Francisco.

In light of changing industry trends and developments, increased competition for cruise lines, and the adoption of the *Waterfront Land Use Plan* which calls for the type of mixed use projects that tend to accompany modern cruise terminals, the time is right for San Francisco to pursue a modern cruise terminal.

2. TRENDS IN THE CRUISE INDUSTRY

There are several trends in the cruise industry that the Port of San Franeiseo must eonsider as it moves eloser to building a new cruise terminal on its waterfront.

CRUISE LINE MERGERS AND TERMINAL MODERNIZATIONS

Cruise lines are merging and competing ports are modernizing. The cruise industry is a highly competitive industry, and becoming more so each year. In recent years, Carnival Lines has acquired a total of 8 eruise lines to form a $13.5 billion eompany that controls 33 % of the eruise market. Royal Caribbean is also growing; it recently purehased the Celebrity cruise line and is building three $500 million, 3-4,000 passenger ships by Spring 2002. P & O has acquired 3 lines and invested $400 million in its new 2,600 passenger Grand Princess. Other major lines are eondueting similar growth strategies to eapture greater market shares. While there may be more ships looking for new destinations, these ships are eontrolled by fewer companies, requiring Ports to be more creative and proaetive in marketing to these eompanies. Ports are racing to eompete for these mega-eustomers by either initiating their own eapital programs for, or working in partnership with, major lines to modernize or build new terminals to handle the new ships.

INCREASING SHIP SIZE

Cruise ships are getting longer, wider and taller to accommodate more people and generate more revenue for cruise lines. The average number of passengers aboard a modern cruise ship is approximately 1,500, with some ships earrying as many as 3,000 passengers.[1] The average width of new ships is 90 feet, and that number is expected to climb towards 105 feet, almost the maximum width allowed to travel through the Panama Canal. An increase in ship width means that berths will need to be wider, requiring a wider amount of dredging. Similarly, taller ships mean that the terminal lobby and gangway need to be higher to meet the ships at the point where passengers disembark.

Ships are also getting longer. The average length of cruise ships is currently between 650 and 900 feet. Most ships calling at the Port of San Franeiseo will be around 700 feet in length, although trends indicate that the next generation of ships may be between 1,015 and 1,030 feet. The longest cruise ship currently in the water, the MV Norway, is 1,036 feet long, and travels only in the Caribbean.[2]

GROWTH IN THE INDUSTRY

The cruise industry is growing rapidly, particularly in the 2-5 day cruise sector. The cruise industry is booming. As shown in Table 2.1, since 1980, the eruise industry has experieneed an annual average growth rate of 7.6% and such growth is expected to continue.[3] In a recent market study, the Cruise Lines International Assoeiation (CLIA), projected that over the next five years the cumulative market potential for the eruise industry is $60-$95 billion, without changes to the Passengers Services Aet. By the year 2000, CLIA projects, as many as 7 million passengers per year will take eruises. CLIA found that 60% of adults are interested in taking a eruise, and over one third of the population intend to take a cruise in the next five years. [4] Therefore, there exists a large group of potential cruise customers for San Franeisco to capture.

Table 2.1: Growth in the North American Cruise Industry

Year	Number of Passengers
1980	1,431,000
1981	1,453,000
1982	1,471,000
1983	1,755,000
1984	1,859,000
1985	2,152,000
1986	2,642,000
1987	2,898,000
1988	3,175,000
1989	3,286,000
1990	3,640,000
1991	3,979,000
1992	4,136,000
1993	4,480,000
1994	4,448,000
1995	4,378,000
1996	4,656,000
Average Yearly Growth Rate 1980-1996	**7.60%**
Total Period Growth Rate 1980-1996	**225%**

SOURCE: CLIA Cruise Industry Overview, July 1997

The cruise industry's largest growth category is 2-5 day cruises. If the Passenger Services Act is revised, San Francisco should become an ideal port of embarkation and port of call for these shorter trips because of its proximity to Monterey, Seattle, Santa Barbara, San Diego and Los Angeles.

Table 2.2: Growth in the Cruise Industry by Cruise Length

Cruise Length	Number of Passengers 1980	1996	Growth Rate
2-5 Days	**347,000**	**1,669,000**	**380.90%**
6-8 Days	846,000	2,467,000	191.60%
9-17 Days	221,000	504,000	128.10%
18+ Days	17,000	16,000	-5.80%
Industry Totals	1,431,000	4,656,000	225.4%

SOURCE: CLIA Cruise Industry Overview, July 1997

New Types of Cruises

Shorter cruises for company retreats and conventions are gaining in popularity. Cruises are an ideal way for companies to bring together employees in a fun and relaxed atmosphere. Company cruises are sometimes "cruises to nowhere," in which passengers enjoy on-board entertainment, restaurant, recreational opportunities and the scenic landscape of a particular locale, without ever leaving the ship. Companies can usually obtain discounted prices for buying tickets en masse, and employees are often given performance-based incentives they must meet in order to attend. If the PSA were changed, San Francisco would be well positioned to take advantage of these types of cruises, due to its strong business base, renowned beauty and landmarks, and its proximity to other appealing destinations.

Interest in Cruising and Sampling Destinations

During future travels, travelers tend to revisit cities first visited on a cruise. CLIA discovered that more than 85% of cruise passengers feel that cruising is an important vehicle for sampling destinations to which they may return. Nearly 50% of passengers expect to return to the places that they visited while on a cruise.[5] By expanding and improving its cruise terminal, San Francisco will make a positive first impression on passengers and encourage them to return.

Declining Stays

Cruise ships are staying in ports of call for shorter amounts of time. Rather than staying overnight or even for a twelve-hour stay in a city, cruise ships are now remaining in port for only six to eight hours.[6] San Francisco should consider locating its cruise terminal near retail shops, restaurants and other destinations to maximize the amount of time cruise passengers have to spend at these attractions and maximize revenue from passenger purchases.

Ancillary Commercial Uses

Because cruise terminals generally do not generate sufficient revenues to cover their construction costs, commercial uses and public amenities are included in new cruise terminal developments. There is a trend for new cruise terminal developments to include commercial activities to help offset the costs of constructing and operating the terminal facilities. Nearly all recently constructed cruise terminals in North America (in places such as Vancouver, Miami, Tampa and Seattle) have included hotels, convention and conference space, retail space, restaurants and/or entertainment space in the development program.[7] It is widely recognized that in order for a cruise terminal project to be self-sustaining, related commercial uses are needed near or at the site to provide the necessary revenue to cover the capital costs of constructing and operating the terminal.

A related trend is to provide year-round public amenities and commercial and recreational activities at or adjacent to cruise terminals to activate the waterfront year-round by making it appealing to local residents and regional visitors during the off-season.

The Passenger Services Act

Changing the Passenger Services Act (PSA) could significantly increase the amount of cruise business San Francisco receives each year and allow San Francisco to diversify its cruise business which today primarily depends on Alaska Cruises. The PSA is a 112-year-old law which restricts foreign cruise ships from transporting passengers from one U.S. coastal city to another without stopping in a foreign port during the course of the cruise. Additionally, a foreign cruise ship sailing anywhere in North America must return its passengers to the domestic city in which the cruise originated.

The PSA was effective when U.S. flag ships were in operation. Today, however, there is only one U.S. flag cruise ship in operation, sailing in the Hawaiian Islands. It has been argued that the PSA protects a U.S. flag passenger industry that no longer exists. It effectively limits or precludes cruise-related jobs at most east and west coast ports of the U.S, particularly in mid-coastal cities such as San Francisco, Monterey and Santa Barbara, and Baltimore, Philadelphia and Charleston. Legislation to change the PSA is pending in the U.S. Senate and Congressional action is expected this Fall.

3. *IMPLICATIONS FOR SAN FRANCISCO*

THE SAN FRANCISCO CRUISE MARKET

Currently, the cruise industry in San Francisco is very seasonal, lasting from May to October. This is the peak of the Alaskan cruise season, which makes up San Francisco's core business. Many cruise ships calling San Francisco in May are so-called "repositioning" cruises, when cruise lines are transferring ships from winter cruising in the Caribbean or Mexico to summer cruising in Alaska. In September or October, the ships also reposition in the opposite direction and frequently call in San Francisco. In addition, the City also receives several visits per year from other cruise "products", including around-the-world cruises.

San Francisco is a "port of call" for 10% of its cruise calls, and a "port of embarkation" or "home port" (usually for 10 – 12 day cruises to Alaska) for 90% of its calls. Ports of Call are places where the ship pulls in and passengers can get off, but if they do, they must re-board the same ship – hence they simply visit for the time the ship is actually in port. The majority of ports in the Caribbean and Alaska are Ports of Call. Many of them are isolated and have little infrastructure and few facilities.

Ports of Embarkation are places where the passenger can choose to either begin or end their cruise – i.e. the ticket is issued to or from that destination. Ports Of Embarkation will always have direct access to a major airport (so people can get to and from the ship), and will generally have large population bases to also support demand for the ships.

Home Ports are a type of Port of Embarkation where the ship discharges ALL its passengers, virtually every time it is in that Port. In order to do this, the ship is either on a roundtrip or 'round-the-world' cruise. They eventually need to deliver the passengers back to where they picked them up.

San Francisco is a hybrid port which functions as all three types. San Francisco offers 11 and 12 day roundtrips to Alaska that include 7 stops at other ports. Each of these 7 other ports are Ports of Call for the Alaska voyage, and San Francisco is both the Port of Embarkation and the Home Port. Functioning as a Home Port requires the most infrastructure and the best facilities, but yields the most money to the local economy.

San Francisco also serves as a Port of Embarkation for ships that are on 'round-the-world' itineraries. Though a ship going 'round-the-world' will have a Home Port that it returns to, not *all* of the passengers stay with the ship for the duration of the full voyage (typically lasting 80-120 days). Hence, some people debark to fly home, and some fly-in to join the ship. San Francisco works well as a Port of Embarkation because of its superior air connections, and high profile and attraction as a world-renown destination.

In recent years, the number of passengers embarking, disembarking or transiting through San Francisco has ranged from approximately 40,000 to almost 80,000 per year. Nearly 80,000 passengers are projected for 1999.

SAN FRANCISCO'S GROWTH POTENTIAL

Industry experts believe that San Francisco has four of the five key characteristics for becoming a more successful home port for cruise lines: 1) It is a great city with a world renowned waterfront; 2) It has a large and successful airport with an annual airlift capacity of 40 million passengers; 3) It is a population center; and 4) It has a large regional population within driving distance of the terminal. Although its geography and the PSA restrict the number of tourist destinations and itineraries (the fifth

characteristic), this disadvantage is partially offset by the fact that the City is a major player in the California and Pacific Rim tourism industry. Furthermore, given the aforementioned growth trends in the industry, San Francisco can expect to see moderate growth and stability in cruise business. If changes are made to the PSA, the increase will be much greater.[8]

WHAT CHANGING THE PSA WOULD MEAN FOR SAN FRANCISCO

San Francisco is particularly impacted by the PSA because it is far away from foreign ports. The City is too remote from foreign ports in Canada and Mexico to tap into the emerging short cruise market. Instead, The PSA limits San Francisco's cruise business almost entirely to ten-day Alaskan cruises with a stop in Vancouver. If the Act were amended, cruise lines could offer shorter cruises up and down the California coast, from San Francisco to Hawaii and the Pacific Northwest.

A report prepared for the California Trade and Commerce Agency's Division of Tourism projects that a PSA amendment could boost port calls at San Francisco from an average of 45 a year to an estimated 160 annually.[9] Such growth would cause a 288% increase in passengers between 1996 and 2003, compared with a 70% projected increase if there are no changes to the PSA. Furthermore, as indicated in Table 3.1 the Port and City could receive approximately $69 million a year in cruise industry revenues by 2003 if the PSA is amended, compared to the $25 million they received in 1997.

Table 3.1: Port Calls and Number of Passengers at California Ports 1996 v. 2003 (if PSA restrictions changed)

	1996		Projected 2003 if PSA Amended	
Port	Port Calls	Total Passengers	Port Calls	Total Passengers
San Diego	18	21,213	130	194,278
Los Angeles	324	947,883	401	1,131,917
San Francisco	47	52,870	157	205,370 (91,000 w/o PSA Amendment)
Monterey	2	400	45	24,435
Eureka	2	400	27	11,025
Total	393	1,022,766	760	1,567,025

SOURCE: California Tourism Commission Study by ADE

Many waterfront jobs for longshoremen, pilots and marine suppliers would be created if there were more cruise calls.[10] Ship repair jobs, for example, would increase because the proposed changes to the PSA require that foreign flagged ships use American shipyards for service and repair when traveling on domestic itineraries. Table 3.2 summarizes how changing the PSA might economically impact San Francisco:

Table 3.2: Economic Impacts on San Francisco if the PSA is Overturned

Economic Impact	1997 Cruise Business	Projected Additional Business with Changes to PSA	% Growth
Number of Calls	52	116	223%
Number of Passengers	77,463	144,025	186%
Vessel Expenditures			
Revenue to the Port	$ 694,042	$ 1,457,676	210%
Shoreside Labor	$ 1,767,645	$ 4,379,890	248%
Vessel Service	$ 9,880,250	$ 18,022,525	182%
Ship Repair	$ 3,000,000	$ 2,400,000	80%
Total	$ 15,341,937	$ 26,260,091	171%
Tourism Expenditures*	$ 9,581,255	$ 17,675,300	184%
Total:	$ 24,923,192	$ 43,935,391	176%
Jobs Created (FTE)			
Longshore Labor	7	19	271%
Vessel Agency and Travel	17	24	141%
Ship Repair	32	47	147%
Total	56	90	161%

Source: Maritime Division, Port of San Francisco

4. *Space and Site Requirements for a Modern Cruise Terminal*

General Requirements

The following list of requirements for a modern cruise terminal is based on industry trends, interviews with industry experts, and a re-examination of the Port of San Francisco's 1990 *Cruise Passenger Terminal Assessment* and the *Cruise Industry Profile and Statement of Facts and Issues* prepared during Phase I of the waterfront planning process. More recently, in June 1998, the Port hosted two days of intensive meetings and workshops with cruise business experts from Prime Interests Inc. and the Port's cruise industry tenants and service providers to re-examine San Francisco's cruise terminal needs.

Based on these sources, San Francisco's new cruise terminal should include the following to be efficient, convenient and successful:

1. Berths with adequate space around them for cruise ship and tug maneuvers: Two at least 1,000 foot long and 35 foot deep berths, preferably that require little or no dredging, allow safe and easy maneuvering of cruise ships and tug boats, and at least one of which is oriented parallel to the shore to provide more efficient docking and operation.
2. Dockside facilities to safely and efficiently off-load, service and re-provision the ship: Minimum 50 foot wide aprons, direct street access for service vehicles, a 12,000 square foot passenger bridge, 4 flexible gangways to service two ships simultaneously, secure, covered storage area, and utility hook-ups for ships.
3. Terminal Building: A two story building with an 80,000 square foot (gross building area) terminal building to house comfortable and attractive passenger check-in and waiting lounge areas, U.S. Customs processing areas, baggage check, visitor information services, and other amenities such as public restrooms.
4. Security: An isolated and securable security zone meeting the requirements of the U.S. Coast Guard.
5. Vehicular Circulation: Passenger drop-off and pick-up areas with room for 25 buses, 20 taxis and limousines, truck loading and unloading, approximately 7,000 square feet for private automobile loading and unloading, and at least 250 parking spaces for passengers.
6. Space for major revenue-generating mixed use development: To support the cost of the terminal and enliven the terminal when ships are not in port; ideally, a mixed use, commercial development, immediately adjacent to or near the terminal.
7. Public Access and Open Space: Ample space for public access and open space, including a bon voyage area.
8. Access to Attractions and Airport: Proximity or easy access to local and regional attractions and Airport.

The cost of a new cruise terminal is estimated to be between $20 and $30 million. The actual cost of the terminal will depend on the exact size and configuration of the facility, the amount of dredging and pier reconfiguration required, and a number of other factors.

To help illustrate the above requirements, three cruise terminals are discussed in Appendix A: Canada Place in Vancouver, both its existing terminal and its proposed expansion, The Scandinavia Center Proposal for San Francisco, and the Black Falcon cruise terminal in Boston. These three

terminals provide a large (Canada Place), medium (Scandinavian Center) and small-scale (Black Falcon) example of what other cities are doing to meet their cruise terminal needs.

5. THE EXISTING CRUISE TERMINAL AT PIER 35

San Francisco's existing cruise terminal was built in 1981 at Pier 35, near Fisherman's Wharf. In May 1990, the Port of San Francisco produced the *San Francisco Cruise Passenger Terminal Assessment* which found that cruise industry experts considered Pier 35 to be inferior to other cruise terminals in the United States. This assessment was updated by Port staff and reviewed and reinforced by industry experts during the Port's study of the passenger cruise industry in Phase I of the waterfront land use planning process, and more recently during the June 1998 workshops and meetings with Prime Interests Inc. and cruise industry representatives.

Over the past three years, the Port has invested approximately $2.5 million in improvements to the cruise terminal, including an escalator and an elevator. The fundamental shortcomings at the terminal cannot, however, be remedied with such incremental improvements. Many of the shortcomings are due to the narrow width of the finger pier which prevents efficient ship servicing and passenger flow through the terminal, requiring cruise lines to spend up to $20,000 more to service each call at Pier 35 than at other cruise terminals. As seen in the following table, *Pier 35 – Existing Conditions*, Pier 35's deficiencies far outweigh its advantages:

TABLE 5.1: PIER 35 – EXISTING CONDITIONS

1. Berths	▪ Two existing berths - East Berth: 1053', West Berth: 903' ▪ Maneuverability into the berths is already severely limited because of Pier 39 breakwater on the west and Pier 33 on the east and will become impossible at the west berth and more problematic at the east berth as ships get bigger. There must be 150' from face of Pier 33 to give ships enough room to maneuver. ▪ Moderate siltation, requires annual dredging; Pier 39 causes shoaling ▪ Dredging costs high: dredged material must be disposed of in landfills ($55/cy) because "unsuitable" for in-bay disposal ▪ Strong currents make maneuvering difficult ▪ If pier were extended, even stronger currents would causes problems
2. Dockside facilities	▪ 18' apron (industry standard is now 50') ▪ Inefficient, requires extensive manual labor to customize operations for each vessel that docks ▪ The pier is a little high ▪ Gangways must be "custom-made" for each ship. ▪ Intensive labor needs, causing San Francisco to be most expensive cruise terminal on West Coast ▪ Equipment, trucks, pedestrians, baggage claim, and other uses overlap in one common area, creating chaotic conditions
3. Terminal Building	▪ At approximately 32,000 square feet, the terminal can't house all necessary components of redesigned, modern cruise terminal ▪ Too small to efficiently accommodate more than 600 passengers at once ▪ The sheds are not tall enough to service newer, taller cruise ships ▪ Baggage area is extremely tight due to pillars, doors, overlapping uses (Alaska cruises carry 40-50% more baggage)
4. Security	▪ Difficult to control security; Customs and security must be set up for each cruise ▪ Customs area shouldn't have visual linkage with pedestrians (currently 2nd floor overlooks customs area)
5. Vehicular Circulation	▪ Lacks adequate bus and taxi waiting areas ▪ No clearly delineated passenger drop-off and pick-up area, makes arrival and departure chaotic ▪ One of two northbound lanes on the Embarcadero becomes congested when ships are in port ▪ Porters and passengers have to cross taxis, buses, and machinery while in terminal ▪ Buses get backed up in terminal, causing high level of diesel fumes. ▪ Too much money is spent on traffic control ▪ Difficult for buses to turn within terminal ▪ Requires too much walking from passengers; passenger vehicles cannot enter pier

	▪ No left turn onto Embarcadero from terminal, must make illegal U-turn - requires buses and semi-trucks to make 3-4 point turns ▪ No passenger parking ▪ Minimal bus and taxi waiting areas
6. Space for Mixed-Use Development	▪ No extra space available on the pier to activate terminal year round ▪ Adjacent Seawall Lot 314 (31,116 sf or .7 acres, 40 feet height limit) is too small to accommodate commercial uses to help fund redesigned terminal.
7. Public Access and Open Space	▪ No existing or room for new public access and viewing areas such as bon voyage planks for residents or visitors
8. Accessibility to Attractions and Airport	▪ Next to Pier 39, 10 minute walk to Fisherman's Wharf ▪ Close to Telegraph Hill

Many of the problems with Pier 35 are because of the narrow width of the Pier. Although the Waterfront Land Use Plan suggests incorporating Pier 33 into a larger cruise terminal project, such a project would be extremely costly and would not result in an efficient terminal layout. It is therefore not considered to be a viable alternative.

6. Assessment of Alternative Cruise Terminal Sites

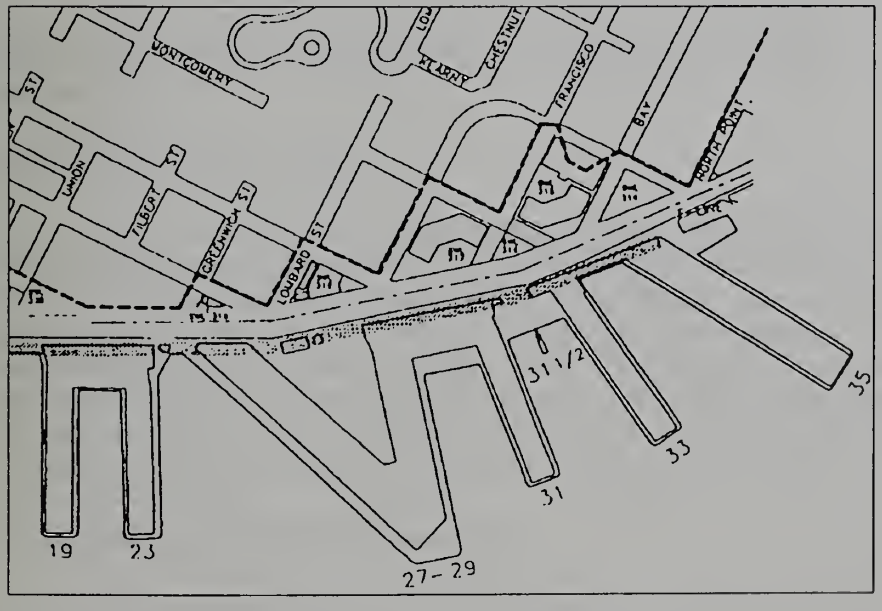
This section takes a close look at the two alternative cruise terminal sites identified in the Waterfront Plan: Pier 27/29 and Pier 30/32. Each site will be evaluated based on the terminal requirements outlined in Section 4 of this report: Berthing, dockside facilities, terminal building, security, vehicular circulation, space for mixed use development, public access and open space, and access to attractions and the airport. In addition, a qualitative discussion of the strengths and weaknesses of each site in terms of the following criteria will be discussed: pier condition, surrounding land uses, views and historic resources. Although this report does not provide an in-depth financial feasibility study for locating a cruise terminal at each site, this discussion will highlight known significant costs associated with each site.

Pier 27/29

Background

Pier 27/29 is located in the Northeast Waterfront at the base of Lombard and Chestnut Streets at The Embarcadero (see Figure 6.1). Pier 27 and 29 are currently occupied by a variety of short term tenants. Pier 27 is also the location of Foss Maritime (a tugboat operator) and one of the U.S. Maritime Administration ready reserve force ships. While not quite as close to Fisherman's Wharf and Pier 39 as Pier 35, Pier 27/29 affords easy access to these and other San Francisco attractions including Coit Tower, North Beach and Chinatown.

Figure 6.1: Pier 27/29



Berthing

Pier 27/29 is much larger than Pier 35 and therefore better able to accommodate a modern cruise terminal facility. Pier 27/29 offers 645,351 square feet of space, or 14.8 acres, over 300,000 more square

feet than Pier 35 offers (Table 6.2).[11] Its south berth (Pier 27) is 1,358 feet long, and its north berth (Pier 29) is 801 feet long. The north berth could only handle larger vessels if part of the bulkhead building between Piers 29 and 31 were removed and/or the end of the Pier extended. If the end of the pier is extended, it is possible that Pier 27 could handle two smaller ships at the same time, but only if the first ship to dock (closest to the shore) is also the last to leave the pier. Furthermore, part of Pier 31 may need to be removed to berth larger ships at Pier 29.

Table 6.2: Pier 27/29 Site Size Summary

Pier Size		Berth Size		Seawall Lot Size
Dimensions		**Length**		
South Face (ft)	1,358	South Berth (ft)	1,358	none immediately adjacent
East Face (ft)	266	North Berth (ft)	801	
North Face (ft)	801	East Berth (ft)	266	
Total (SQFT)	645,351			
Total Acreage	14.8			

Silt gathering along Pier 29 could significantly raise dredging costs at the site. In 1991, approximately 10,000 cubic yards of dredge materials from Pier 29 required upland disposal. The current cost for upland disposal is $55/cubic yard. Consequently, the initial dredging costs for Pier 27/29 are estimated to be $2.68 million. Subsequent bi-annual dredging costs are estimated to be approximately $1 million.

Dockside Facilities

The Pier 27 apron is 48' wide, close to the ideal size for dockside activities. However, the Pier 29 apron, at 32' may require rebuilding or an extension, and thus fill in the bay, to provide adequate space.

Terminal Building and Security

The existing sheds (Pier 27 – 178,123 square feet and Pier 29 – 159,229 square feet) and pier area (14.8 acres) are large enough to provide adequate terminal facilities and separate, secure areas for customs.

Vehicular Circulation

Pier 27/29 does not have street parking in front of the facility; there are two northbound lanes on The Embarcadero at this point, with no designated parking lane. Similarly, there isn't any room for bus or taxi waiting in front of the facility on The Embarcadero. However, because of the significant size of the site, and depending on the design of the new terminal, parking and bus and taxi waiting could be accommodated on the "valley" between Pier 27 and Pier 29. The triangular shape of the area may somewhat inhibit efficient loading and passenger traffic. The existing turnaround radius is good for Pier 27, but somewhat limited for Pier 29. There is room for some on-site parking, but the closest landside parking site is Seawall Lot 321, three blocks to the south of Pier 27/29.

Space for Mixed Use Development

The *Waterfront Land Use Plan* designates Pier 27/29 as part of a "transitional maritime area" due to the trend toward consolidating cargo operations in San Francisco's southern waterfront, and allows for "a mix of maritime and commercial activities" on Pier 27/29.[12] The *Waterfront Plan* reports: "the site is large enough to meet the operational requirements of a new terminal, including some ancillary commercial activities to maintain a lively presence in the area when ships are not in port.[13] Like Pier 35,

however, a major drawback is the lack of vacant seawall lots immediately adjacent to the site where commercial development could be programmed. Seawall lots 318 and 319, relatively small lots directly across the Embarcadero from Pier 27/29, are already developed for commercial uses and open space.

Public Access and Open Space

The inland end of Pier 27 has been the subject of negotiations with the Bay Conservation and Development Commission to determine whether a major open space could be provided here. The current concept is that a portion of the Pier 27 shed would be removed to open up Bay views and provide a major new open space. Additional public access would also be required. While such use may not be incompatible with a cruise terminal, it would pose provisioning, security and operational concerns and may make docking more difficult.

Access to Attractions and the Airport

Pier 27/29 is within walking distance to Fisherman's Wharf, Pier 39, Coit Tower, North Beach, Chinatown and the Financial District. It is served by the same MUNI lines (#32 and #42) as Pier 35, and will also be served by the historic F-line. Passengers are within walking distance of the ferry service available at Fisherman's Wharf. Like Pier 35, Pier 27/29 affords relatively easy access to the Bay Bridge or BART by auto or public transit. In general, the area is more congested than Pier 30-32.

Pier Condition

Both Piers 27 and 29 are in good condition. Pier 27 is particularly durable because its pre-stressed concrete is less susceptible to cracking and subsequent deterioration from water exposure.

Built in 1915, Pier 29 is constructed of piles and cylinders, with concrete beams and slab. The north side apron, built much later in 1966, is constructed of pre-stressed concrete piles with a concrete deck. Pier 27, built in 1967, is constructed of pre-stressed concrete piles, with concrete slab and concrete aprons. $2.5 million in seismic upgrades have already been completed for Pier 27/29. However, repairs would be required for the Pier 29 seawall and substructure should the terminal be located here, and an extension of Pier 27/29 might be necessary to accommodate larger ships.

Surrounding Land Uses

A cruise terminal in this location would generally be compatible with the mix of uses already existing in the area. The surrounding neighborhood is primarily mixed use, mainly office and commercial with restaurants scattered throughout. A cruise terminal is compatible with the "transitional maritime area" designation assigned the area by the *Waterfront Land Use Plan.* However, there is a residential area almost directly across the street from the Pier 27/29 site.

A survey of the uses surrounding Pier 27/29 revealed the following inventory:

1. Fog City Diner
2. Houston's Restaurant
3. Pier 23 Restaurant
4. Roundhouse office building
5. Francisco Bay office park
6. Condominiums at Sansome, Chestnut, Montgomery and Lombard, directly across from Pier 27/29

VIEWS

Cruise ships at Pier 27-29 would be highly visible from Telegraph Hill, the Financial District, Fisherman's Wharf and Lombard Street, which is a view corridor emphasized in the Waterfront Plan.

HISTORIC BUILDINGS

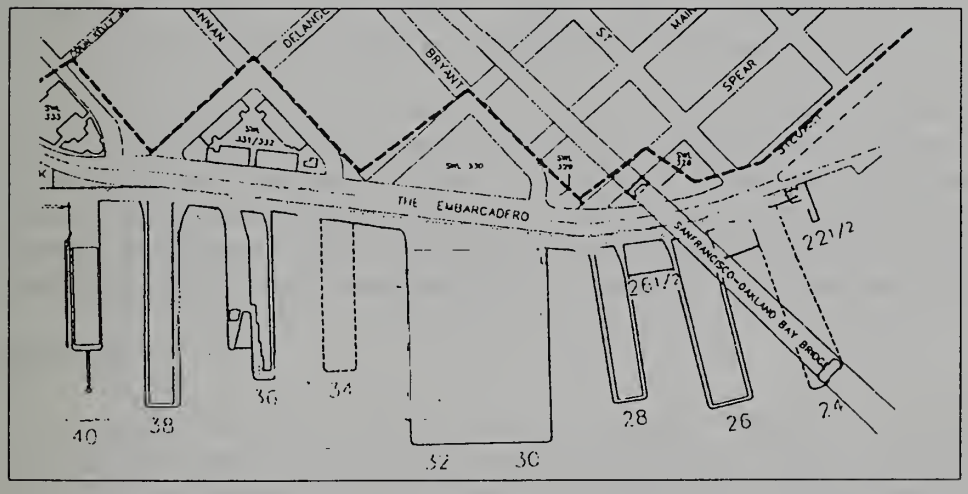
The Pier 29 Bulkhead Building and the Pier 29 Connector Building should be retained per the Design and Access Element of the Waterfront Plan. Pier 31 also may have historical significance.

PIER 30/32

BACKGROUND

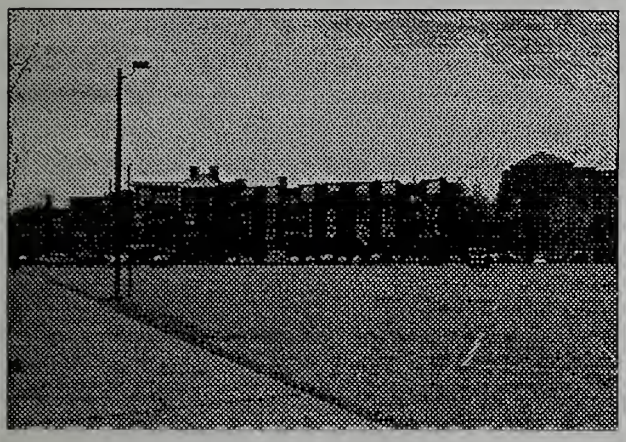
Offering stunning views of the Bay Bridge, Pier 30/32 is located in the South Beach Waterfront area, between Brannan and Bryant Streets along The Embarcadero (see Figure 6.3). The introduction of a significant new residential population has turned South Beach into a dynamic and bustling area. With construction of Pacific Bell Park already underway, plans to redevelop Mission Bay in progress, and a MUNI Metro Extension easily connecting the area to Downtown, this area of the waterfront should continue to experience relatively rapid revitalization and change.

Figure 6.3: Pier 30/32



The Waterfront Land Use Plan designates Pier 30/32 as part of the Bryant Street Pier Mixed Use Opportunity Area. It is currently underutilized, serving as a parking lot for large buses and trucks, and as home to the historic Jeremiah O'Brien World War II Liberty Ship. Seawall Lot 330, directly across The Embarcadero from Pier 30/32 is also part of this Opportunity Area. At 2.8 acres, Seawall Lot 330 is one of the largest seawall lots along the waterfront; it is currently used for surface parking (see Figure 6.4). Together, Pier 30/32 and Seawall Lot 330 represent the Port's largest development site.

Figure 6.4: Seawall Lot 330 and Bayside Village Apartments



The *Waterfront Plan's* development standards for the Bryant Street Pier Mixed Use Opportunity Area, call for the development of activities that attract residents of San Francisco and the Bay Area, but also cater to nearby residents and businesses. Because of the significant size of Pier 30/32, the *Waterfront Plan* also calls for significant maritime and public access uses on the site, with a "multi-faceted mix of commercial activities...rather than a singular commercial attraction."[14] . A cruise terminal, with significant public access and ancillary commercial uses, would meet these standards. Indeed, the *Waterfront Plan* designates a cruise terminal as an acceptable use for Pier 30/32 and a hotel, retail complex or entertainment facility as acceptable uses for Seawall Lot 330.[15]

As discussed earlier, a cruise terminal was proposed for Pier 30/32 and Seawall Lot 330 in 1990. Recognizing that the site had enough space to create a modern cruise terminal with the necessary ancillary commercial uses, Scandinavia Center, Inc., proposed a mixed-use project that included a new cruise terminal, a hotel and exhibition hall, specialty retail and restaurants, and extensive open space and public access. Although the project eventually failed due to lack of financing, the proposal does suggest the viability of the site, from a space perspective, to house a modern passenger cruise terminal.

BERTHING

At 13.2 acres, Pier 30/32 is the second largest pier north of China Basin Channel (behind Pier 27/29 and followed by Pier 45). The dimensions of the pier are 932 feet to the south, 622 feet to the east and 845 feet to the north. Pier 30/32 can provide two berths to accommodate average-sized cruise ships, but does not have a berth long enough to accommodate expected increases in cruise ship length. Extensions could be built to increase the length of these berths. An extension of the east berth, in particular, would provide efficient berthing parallel to the Embarcadero.

Table 6.5: Pier 30/32 Site Size Summary

Pier Size		Berth Length		Seawall Lot Size	
Total Square Feet	576,886	South Berth (ft)	932	330 (sqft)	124,081
Total Acreage	13.2 acres	North Berth (ft)	845	330 (acres)	2.8
		East Berth (ft)	622		

The Port last dredged Pier 30/32 in 1984 to a depth of –40 feet MLLW. Recent soundings show that the face of Pier 30/32 has maintained this depth as a result of natural tidal forces. Since a depth of forty feet is more than adequate to accommodate cruise ships, it appears that the east face of Pier 30/32 will require little future maintenance dredging. The south berth of Pier 30/32 is currently at a depth of approximately 23 feet. The Port would need to dredge approximately 120,000 cubic yards of material from the south berth to obtain the 35 foot depth required for cruise ships. Initial dredging costs are estimated at approximately $1.25 million, with bi-annual maintenance costs estimated at $500,000. Reconnaissance level sediment quality testing performed by the Port indicates that most of the sediment from Pier 30/32 south would be suitable for in-Bay disposal, the most economical option for disposing of dredge material under current regulations. The north berth is not being considered as a viable option for berthing ships: preliminary testing indicates that sediment from the north berth, which is quite shallow at 11 – 13 feet, would require upland disposal which would exceed $5 million.

Dockside Facilities

Its large size and rectangular shape makes Pier 30/32 ideal for cruise ship operations. Because there are no existing sheds that limit the size of the pier aprons, there is ample space to provide efficient aprons at the desired 50 foot width.

Terminal Building and Security

Similarly, there is ample space to design the appropriate sized terminal and secure areas.

Vehicular Circulation

While street parking is at a premium in the South Beach neighborhood, and metered parking along The Embarcadero is monitored seven days a week, there appears to be adequate space on Pier 30/32 and nearby Seawall Lot 330 to provide parking as the Scandinavia Center proposal suggests.

Space For Mixed Use Development

There will be ample space left over on the pier and adjacent seawall lot for mixed use development. The 2.8.acre Seawall Lot 330 is one of the Port's largest developable seawall lots. As mentioned above, *The Waterfront Land Use Plan* designates commercial uses, such as assembly, entertainment, parking and retail and restaurants as acceptable uses for the site.

Public Access and Open Space

There is space on the pier for public access and open space. If the project generates surplus revenue after subsidy of the cruise terminal, then it may also be possible to fund removal of Pier 34, which is currently being discussed with BCDC. Removal of Pier 34 would serve the secondary purpose of improving maneuverability at the otherwise constricted south berth.

Access to Attractions and Airport

South Beach is currently well served by public transit; Pier 30/32 sits on MUNI lines 32 and 42 as well as the new MUNI Metro Extension (the E Line) that travels between the Caltrain station and downtown. AC Transit's transbay lines F, O, and N also serve the general area. In addition, both the Bay Bridge and BART are easily accessible from Pier 30/32, and ferry service is available nearby at the Ferry Building. Pier 30/32 is also easily accessible from the Airport via I-280 or I-80. Ballgames at China Basin Park may contribute to traffic congestion to and from the cruise terminal if scheduled games coincide with cruise departures or arrivals. In fact, the baseball season runs concurrently with San

Francisco's core cruise season. However, charter bus companies have stated that because they can access the site from either freeway, they do not anticipate that ballpark traffic will be a major problem.[16]

To get cruise passengers from Pier 30/32 to major tourist destinations, including Fisherman's Wharf and Union Square, a comprehensive bus and/or shuttle system could be integrated into the terminal development. Currently, there are no plans by MUNI to run regular service that could bring passengers from Pier 30/32 directly to the major tourist attractions at the northern end of the Embarcadero. Rather, passengers would have to take the E Line to downtown, and then transfer onto the historic trolley cars (F Line) that would take them to Fisherman's Wharf and other Northern Embarcadero attractions. Transferring lines may be confusing and time consuming for cruise passengers with limited time in port. On the other hand, as new entertainment and ballpark related uses are completed, the South Beach area will be a destination in its own right, and Pier 30-32 is closer to the emerging development at Yerba Buena Gardens.

Pier Condition

Built in 1912 in a U-shape, Pier 30/32 is in good condition. In 1926, extensions of approximately 124 feet were added in the easterly direction to each finger of the U. The original pier and these extensions are constructed of reinforced concrete bents and piles, which, according to a 1987 report, are in good condition.[17] Nevertheless, Port engineers believe that repair and seismic upgrades to the pier would be necessary. An extension of the Pier to accommodate larger ships would also be required.

Surrounding Land Uses

One of the concerns about locating a cruise terminal at Pier 30/32 is the presence of many large residential developments in the area, including the Delancey Street center on Seawall Lots 331 and 332, and the Steam Boat Point Apartments on Seawall Lot 333. Almost directly across the street from Pier 30/32 are three large residential developments: Bayside Village (see Figure 6:4 above), South Beach Marina Apartments, and Portside Condominiums.

Many land use changes are already occurring in South Beach which will make the area more enjoyable and vibrant for visitors. In addition to Pacific Bell Ballpark, Catellus Development Corporation has a proposal for the development of Mission Bay. Over the next 25 years, Catellus plans to convert the 300 acre Mission Bay site into a new campus for UC San Francisco, 6,000 residential units, a hotel, over 5 million square feet of research and development, light industrial and office space, 47 acres of open space and community facilities, and an entertainment complex.

More residential developments are also planned for the area; a 245 unit apartment complex has been proposed on Beale Street, where another residential tower is already under construction. Millennium Partners is currently developing residential and retail uses on two parcels six blocks north of Pacific Bell Ballpark[18]. The influx of residential uses in this area is not necessarily incompatible with a cruise terminal however, particularly if there is a buffer between the terminal and its ancillary commercial uses, and the residential developments.

A survey of current land uses around Pier 30/32 revealed the following inventory:

1. Bayside Village apartments
2. Portside condominiums
3. South Beach Marina apartments
4. Steam Boat Point apartments
5. Delancy Street
6. Red's Java House
7. The Boondock's Restaurant

8. Pickled Ginger Restaurant
9. Town's End Restaurant
10. Pier 40 Restaurant
11. Various neighborhood serving retail including a small grocery store, dry cleaners and video store.

VIEWS

As discussed in Section 2, ship turnaround times in ports of call are on the decline; in other words, cruise ships are spending less time in each city they visit, allowing their passengers less time to frequent a city's attractions. However, while Pier 30/32 may take slightly longer to reach, thereby reducing passengers' time ashore, the passengers and the public will be afforded extravagant views of the City and the ships, respectively, as the ships sail along the entire downtown waterfront and under the Bay Bridge.

HISTORIC RESOURCES

There are no known historic resources in the Opportunity Area.

7. *SUMMARY OF FINDINGS*

The report finds that Pier 30/32 and Pier 27/29 are both viable sites for the Port's new cruise terminal. Both offer piers of adequate size to house all the necessary components of a modern cruise terminal and are in relatively good condition. With modifications, both could accommodate even the largest cruise ships in the water today.

Pier 27/29 offers all the benefits of the current cruise terminal site at Pier 35, but few of its constraints. However, because it lacks immediately adjacent seawall lots to house complementary commercial development, there will be less synergy between commercial and maritime uses and the terminal may be less active during the non-cruise season when compared to Pier 30/32. Other potential drawbacks to Pier 27/29 include the significant dredging costs the Port would incur because of siltation around the pier and the poor quality of the sediments, and the potential need to remove the outer 500 feet of Pier 31.

Pier 30/32 also is a viable site for San Francisco's new cruise terminal. It offers ample space to accommodate a modern cruise terminal, and nearby seawall lots provide an excellent opportunity to provide a unique synergy between the cruise terminal and adjacent commercial development. In addition, Pier 30/32 may require the least amount of dredging of any of the sites examined. Possible drawbacks to this site are potential traffic conflicts during ballgames and more remote access to San Francisco's most popular tourist destinations.

8. *Next Steps*

The Port of San Francisco should develop a new cruise terminal for two key reasons:

1. The existing terminal at Pier 35 cannot effectively meet the current needs of cruise lines and passengers, much less the expected increase in future business.

2. Other ports are setting new industry standards for cruise terminals, making San Francisco a less competitive port of call.

Once a site has been selected, the Port should act swiftly to prepare designs for the new terminal. Cruise lines begin scheduling itineraries up to 18 months in advance; having plans on the table for a new cruise terminal will help retain the City's cruise business.

The *Waterfront Land Use Plan* provides that if Pier 35 ceases to be used as a cruise terminal, entertainment and assembly activities should be permitted to foster public enjoyment in the area. Active, public oriented and maritime uses are promoted to provide a fitting gateway to Fisherman's Wharf. The Port should also act swiftly to find new uses for Pier 35 to keep it a dynamic part of San Francisco's waterfront and the Fisherman's Wharf area.

9. *ENDNOTES*

[1] *Travel Age*, December 5, 1994
[2] Ibid.
[3] *The Cruise Industry: An Overview*, Cruise Lines International Association, July 1997, page 1
[4] Ibid.
[5] Ibid.
[6] Ibid.
[7] *Statement of Facts and Issues as to the Land Use Requirements of the Cruise Industry*, Waterfront Plan Advisory Board, June 1992.
[8] Prime Interests Inc., June 1998
[9] *Economic Impact of Proposed Changes to the Passenger Services Act of 1886*, Applied Development Economics, September 1997, pages 2-5
[10] "A protectionist sea law may get the heave-ho." *San Francisco Chronicle*, June 16, 1997, page A18
[11] Pier area includes the area of the deck and marginal wharf.
[12] *Waterfront Land Use Plan*, page 102
[13] Ibid.
[14] *Waterfront Land Use Plan*, page 132
[15] Ibid., page 126a
[16] Cruise terminal workshop, June 1998
[17] Port of San Francisco, *Request for Proposals, International Passenger Cruise Terminal Center at Pier 30-32 and Seawall Lots 329 & 330*, September, 1990, page 8

Appendix A

VANCOUVER'S CANADA PLACE

Canada Place, a mixed-use development located in the heart of downtown Vancouver, is an excellent example of a modern cruise terminal that provides public amenities and attractions year-round, creating a more dynamic waterfront. Its location within walking distance of downtown is critical to its success, allowing for year-round use of the facilities by the City's residents and non-cruising tourists.[1]

Canada Place is a busy terminal; it received nearly 300 cruise ship calls in 1997, for a total of 817,000 passengers. The 1.8 million square foot project includes a 175,000 square foot terminal facility, a Trade and Convention Center, the 500-room Pan Pacific Hotel, offices, an IMAX theater, parking for 750 cars, and a bus terminal for cruise ship passengers and local residents. The facility also includes public plazas, promenades, retail stores and restaurants.

The design of Canada Place is distinctly nautical; five fabric "sails" rest atop the terminal itself, and the overall structure resembles a cruise ship. The facility provides much waterfront access in a section of the city where the shoreline is otherwise largely cut off by rail lines, industry and other Port of Vancouver uses. Extensive walkways extend 1,000 feet into the harbor, providing prime public viewing of the cruise ship operations. To take advantage of its booming Alaskan cruise business, The Port of Vancouver has plans to expand the terminal. It also will more than double the size of the Trade and Convention Center, by adding a large exhibit hall, a 1,500 seat lecture hall and nearly 100,000 square feet of meeting rooms. There will also be new public plaza and park space, and an extended third berth. Table A.1 outlines the existing and proposed use program for Canada Place:

Table A.1: Canada Place Existing and Proposed Use Program

	Existing Facility	**Proposed Expansion**	**Total with Expansion**
Enclosed Areas			
Cruise Terminal	176,000 sf	190,000 sf	366,000 sf
Baggage Area	31,000 sf		31,000 sf
Bus Terminal	11 buses	33 buses	44 buses
Trade and Convention Center	280,000 sf	483,000 sf	763,000 sf
Hotel (includes 4 floors of office space)	500 rooms, 460,000 sf	New 1,050 room hotel, 809,000 sf	1,550 rooms, 1,269,000 sf
Retail Space	58,000 sf, includes restaurants and 480 seat IMAX theater	182,000 sf	240,000 sf
Entertainment Facility		80,000 sf	80,000 sf
Open Areas			
Number of Berths: 3	Berth 1: 1,030 feet Berth 2: 1,070 feet Berth 3: 443 feet	600 feet to Berth 3	Berth 1: 1,030 feet Berth 2: 1,070 feet Berth 3: 1,043 feet
Parking	750 spaces	1,100 spaces	1,850 spaces
Public Open Space	2.24 acres	7.41 acres	9.65 acres

Source: Canada Place Corporation and Port of Vancouver

San Francisco clearly does not need as large a cruise terminal as Canada Place. Even with changes to the Passenger Service Act, the City will not receive as many cruise ships calls a year as Vancouver. However, the Canada Place model suggests to San Francisco how important passenger amenities are in a successful, first-rate cruise terminal. Indeed, Canada Place provides its passengers with significant parking spaces and loading areas, offers extensive public access and viewing, and dedicates significant space to passenger lounge and waiting areas. In addition, restaurants, shops and a hotel are all easily accessible from the terminal itself.

The Scandinavia Center

The 1990 Scandinavia Center proposal for a cruise terminal at Pier 30-32 more closely resembles the appropriate scale of a modern cruise terminal for San Francisco. The proposed $196 million, privately-developed, mixed use project included a 100,000 square foot cruise terminal to accommodate 6,000 passengers per day, the highest number of daily passengers expected if the PSA is amended.[ii] Other uses included a 360 room hotel on the adjacent Seawall

Lot 330, a collection of specialty retail shops, restaurants and cultural activities, an education and research complex, an exhibit hall, office space, 1,200 parking spaces, and three acres of landscaped gardens. The project eventually failed due to lack of financing. Table A.2 summarizes the space program for the cruise terminal and Table A.3 summarizes the space program for the additional uses:

Table A.2: Scandinavia Center Cruise Terminal Use Program

Use	Size or quantity
Berths	
Number of Berths	2
Berth Length	1,000 feet
Berth Length	900 feet
Exterior Area	
Drop off and Pick up	7,000 square feet
Bus Waiting	15 spaces
Taxi Waiting	20 spaces
Ship Servicing Apron (width)	55 feet
Parking	
Long-term Passenger Parking	off-site
Short-term Passenger Parking	250 spaces
Cruise Terminal Employee Parking	50 spaces
Interior Area	
Passenger Check-in	16,500 square feet
Passenger Waiting Lounge	46,500 square feet
Customs Offices	2,000 square feet
Customs Processing	1,600 square feet
Office Storage	11,600 square feet
Ship Storage	8,500 square feet
Terminal Stevedore Offices	13,300 square feet
Total Interior Area	**100,000 square feet**

Source: Scandinavia Center, Inc., 1990

Table A.3: Scandinavia Center Commercial and Public Access Space

Use	Size or quantity
Hotel	
Gross Building Area	360,000 square feet
Number of Rooms	360
Restaurant	20,000 square feet, 900 seats
Retail Space (GLA)	10,000 square feet
Public Assembly Space	5,000 square feet
Office Space (GLA)	87,000 square feet
Retail Space (GLA)	88,000 square feet
Meeting Space	
Seating Capacity	500
GLA	7,500 square feet
Harbor Park Restaurants	140,000 square feet, 930 seats
Exhibition Space (GLA)	40,000 square feet
World Centre	89,500 square feet
Interior Walkways	64,000 square feet
Structured Parking	
Total Number of Spaces	1,200
Gross Building Area	360,000 square feet
Public Access	
Interior Area	64,000 square feet
Exterior Area (covered)	108,000 square feet
Exterior Area (open)	224,000 square feet
PUBLIC ACCESS TOTAL	396,000 square feet
Vehicular Circulation Area	74,000 square feet

Source: Scandinavia Center, Inc., 1990

BOSTON'S BLACK FALCON TERMINAL

Although Boston's Black Falcon cruise terminal is too small a facility to provide a good land use model for San Francisco, it does provide an interesting example for marketing a terminal in the cruise off-season. The Black Falcon terminal is located one mile from downtown Boston. Formerly an army base, the terminal is only 19,000 square feet in size, yet receives 62 cruise calls

a year. In 1996, passenger throughput totaled 70,000, just under the 77,500 San Francisco received. The terminal has specific spaces designated for visitor information, passenger lounge area, U.S. Customs and Immigration, baggage handling, ground transport, and passenger drop off and pick up. An adjacent, enclosed parking garage has 1,100 parking spaces; drivers must pay to park in the garage.

Currently, the Massachusetts Port Authority (MassPort) has no ancillary commercial uses on the cruise terminal site, except for several concession carts selling food and beverages. In order to accommodate commercial uses at the terminal, the port would have to significantly expand the terminal.

Beginning mid-last year, MassPort began actively promoting the cruise terminal as event space during the cruise off-season for trade show exhibitions, conferences, meetings and special events such as parties, for groups of up to 1,500. There are also smaller meeting areas that can accommodate up to 100 people at a time. They also market the apron and surrounding promenade as venues for outdoor events. Boston has a lack of large event and party spaces and the terminal is a creative and scenic place for such activities."[iii] MassPort also markets its cruise terminal as a location for music videos, fashion shoots, commercial filming and as a venue for corporate motivational programs and retreats. Massport's creative use of the terminal provides an excellent example of how San Francisco can meet the objective in the Waterfront Plan that a cruise terminal must provide a "lively presence in the area when ships are not in port."

---

[i] Phone interview with Peter Xotta, Customer Services Manager, Port of Vancouver, November 7, 1997
[ii] Gerry Roybal, November 6, 1997
[iii] Phone interview with Pam Reed, Port Business Liaison, Maritime, Massachusetts Port Authority, January 21, 1998

SAN FRANCISCO
PORT COMMISSION

SEPTEMBER 8, 1998
MINUTES OF THE SPECIAL MEETING

DOCUMENTS DEPT.

OCT 0 8 1999

SAN FRANCISCO
PUBLIC LIBRARY

MEMBERS, PORT COMMISSION

HON. DENISE McCARTHY, PRESIDENT
HON. KIMBERLY BRANDON, VICE PRESIDENT
HON. MICHAEL HARDEMAN

DOUGLAS F. WONG, EXECUTIVE DIRECTOR

CITY & COUNTY OF SAN FRANCISCO
PORT COMMISSION

MINUTES OF THE REGULAR MEETING
SEPTEMBER 8, 1998

1. ROLL CALL

The meeting was called to order by Commission President Denise McCarthy at 4:05p.m. The following Commissioners were present: Denise McCarthy, Kimberly Brandon and Michael Hardeman.

2. APPROVAL OF MINUTES - August 25, 1998 Regular Meeting

ACTION: Commissioner Brandon moved approval; Commissioner Hardeman seconded the motion. All of the Commissioners were in favor; the minutes of the meeting were adopted.

3. EXECUTIVE

A. Executive Director's Report. Mr. Wong reported the following:

(1) The Port received an "A" rating from Fitch Rating Agency. This is the first time that Fitch has rated the Port. The rating reflects the Port's strong management that has produced solid financial results, its highly valuable waterfront property and the San Francisco Bay Area's healthy economy. Over the past several fiscal years, the Port's financial results have improved significantly and are projected to remain strong in the near future. He thanked not only the Commission for their strong leadership but Port staff in getting this coveted rating from Fitch.

(2) Maritime staff has reached a verbal agreement with South Seas Steamship Line to bring their vessels to Pier 80. (South Seas was recently purchased by Columbus Line, who has two other services calling at the Port.) The first ship will call Pier 80 on October 8th offering service to New Zealand and the South Pacific Islands. The new service is expected to add an additional 13 vessel calls. This is the third line that Maritime Department has brought to the Port. The formal agreement would be brought back for approval at the next Commission meeting.

(3) Report and informational presentation regarding the Coca-Cola sponsored children's play structure to be located at Pacific Bell Ballpark.

Jack Bair, representing the San Francisco Giants and China Basin Ballpark

Company, indicated that inside the actual façade of the ballpark, a children's play structure sponsored by Coca-Cola will be built. Its main purpose is to offer entertainment for kids and families in addition to the ball games.

Larry Bair, representing the San Francisco Giants, indicated that while planning the ballpark, a research and analysis was done on what makes a successful ballpark in the modern day America. They have also done site visits to other ballparks. The following three ballparks they are modeling Pacific Bell Ballpark after are operating at 98-100% capacity: (1) Coors Field in Denver; (2) Jacobs Field in Cleveland and (3) Camden Yards in Baltimore. They felt that one of the things that is vitally important to make the ballpark as successful, if not more successful, is to create an area for kids and families in the park. Baseball today is uniquely geared toward kids.

Coors Field representatives showed them the children's play and retail areas. The representatives mentioned if they were to do the ballpark again, they would have expanded the kids attraction because parents love bringing their kids to the games. After they won the election, the Giants officials then begun thinking about creating a children's play area that would be an asset to the ticket buying fans and to the community at large. Given the location of the ballpark and the importance of creating more areas for kids and their families, they would be able to build a children's playground that would be open not only on game days but also during non-game days. Since the ballpark is privately financed, their only option would entail working with one of their sponsors. Since the opening of Candlestick Park, the Coca-Cola Company has been a giant sponsor of the park. In the last year and a half, they have been in discussions with Coca-Cola about sponsorship for the new ballpark and found that there was an interest from Coca-Cola. Together with Coca-Cola, they have identified the area behind the left field bleachers as the site for the kids' play structure, which is an area that is accessible to all parts of the ballpark. In discussions with the Coca-Cola Company, they found that their interest is borne out of their experience in Atlanta where they created an attraction called a Sky Field. A large Coca-Cola bottle would celebrate when Atlanta Braves homeruns were hit but the attraction is 500 feet away from the home plate. The proposed kids' play structure at the new ballpark will be closer. They have spent a considerable amount of time figuring out how to make the play structure a San Francisco version of the kids' playground, sensitive to the aesthetics and to the neighborhood and opened year-around. They have created an area where kids would be able to enjoy the scenery of the ballpark as well as play and visit this area of the ballpark.

One of the most exciting features and promotions at 3Com Park is after a Sunday home game, kids are allowed to run the bases. Three fields will be created at the new ballpark for: (1) running; (2) pitching and (3) hitting so that kids would be able to access the area during games and non-game days. There will be a climbing structure in the form of a coke bottle that will allow kids to come up and enjoy the various slide, rope pulley and various amenities.

There will be an old fashion fielder's mitt where they would be able to sit and look at the ballgame. A number of activities such as interactive exhibits, tribute to the great Giants of the past and educational information about baseball would be set up in the left field bleachers.

Mr. Baer indicated that they were excited about the partnership with Coca-Cola, their second largest sponsor in the ballpark. Building the ballpark privately, the ballpark would not have been in construction without the support of the charter seat holders and corporate sponsors. They need companies such as Coca-Cola to join them in this vision. Coca-Cola is sensitive to some of the requirements of San Francisco. As part of their lease, there will be no external advertising going outside of the ballpark. All the Coca-Cola references are facing into the ballpark, not outwards, which is very much in keeping with the style of the ballpark. From their standpoint, this will certainly be a handsome presentation at the Pacific Bell Ballpark.

Mr. Baer indicated that they are working on a charitable component of this project with the Boys & Girls Club of America and local chapters. Coca-Cola is the official partner of major league baseball and communities around the country. The Boys & Girls club will help design a wishing well that will be inside the play area and proceeds from the wishing will go to local Boys & Girls Club charities. They are very excited about the project and they believe that it will be a great signature to the ballpark.

Mr. Wong thanked the Giants representatives for their presentation.

4. MARITIME

5. REAL ESTATE

A. Approval of six-month Exclusive Right to Negotiate with Grosvenor Bus Lines, Inc. d.b.a. The Gray Line for 26,000 sq. ft. of shed space; 2,500 sq. ft. of interior office space; 1,944 sq. ft. of outbuilding shed space; 11,350 sq. ft. of office space and 300,000 sq. ft. of paved yard at Pier 96 located at the eastern foot of Cargo Way at Jennings Street. (Resolution No. 98-84)

Mr. Philip Smith, Director of Real Estate, requested Commission's approval to enter into an exclusive right to negotiate with Grosvenor Bus Lines d.b.a. as the Gray Line. The Port solicited RFP in July 1998 for the use of Pier 96 and the administration building. During the exclusive negotiation period, Gray Line will secure all regulatory approvals necessary to permit the use of the proposed premises for the operation. Once all regulatory approvals have been obtained, the final proposed lease would be presented to the Port Commission for approval.

Commissioner McCarthy inquired about the amount enumerated in the packet – one was $108,000 and the other was $180,000. Mr. Smith replied that the correct amount is $108,000.

Mr. Wong introduced Darling Cochran, president of Coach USA. Ms. Cochran thanked the Commission for the opportunity to negotiate with the Port.

ACTION: Commissioner Hardeman moved approval; Commissioner Brandon seconded the motion. All of the Commissioners were in favor; Resolution No. 98-84 was adopted.

6. FACILITIES & OPERATIONS

A. Authorization to award Contract No. 2651, for wetlands and public access construction at Pier 98, to Bauman Landscape. (Resolution No. 98-82)

Mr. Alex Lee, Director of Facilities & Operations, requested Commission's approval to award Contract 2651, for wetlands and public access construction at Pier 98, to Bauman Landscape. Port Commission authorized advertisement of award on April 1998. The contract scope includes grading and excavation, installation of a geosynthetic cover and construction of public access amenities such as a fishing pier, benches and picnic and viewing areas. Four bids were received in July. Port, HRC staff and City Attorney's office reviewed the bids. Bauman Landscape was determined to be the lowest responsive bidder, meeting the MBE and WBE goals of 25% and 12% respectively. Bauman Landscape's bid for the base bid and additive lump sum items is $1,423,650. Mr. Lee indicated that in the last paragraph of the staff report, the amount should have been $1,423,650 plus 10% contingency; not $1,566,020. The same correction applies to the resolution.

Commissioner McCarthy inquired about the base and additive amount of $1,290,250 and the additional $133,400. Mr. Lee replied that the amount represents the other items in the unit cost, in addition to the bid items, which is a component of the unit bid.

ACTION: Commissioner Hardeman moved approval; Commissioner Brandon seconded the motion. All of the Commissioners were in favor; Resolution No. 98-82 was adopted.

B. Authorization to advertise for competitive bids for Contract No. 2655, "Maintenance Dredging at Pier 35 East Phase II, Pier 35 West, and Pier 80 Berths A, B, and C." (Resolution No. 98-83)

Mr. Lee, Director of Facilities & Operations, gave the Commission a copy of the map showing the area that will be dredged. He requested Commission's approval to advertise for competitive bids for Contract No. 2655, "Maintenance Dredging at Pier 35 East Phase II, Pier 35 West, and Pier 80 Berths A, B, and C." The recently completed Pier 35 East Maintenance Dredging, Contract No. 2653, did not include the dredging of materials unsuitable for in-bay disposal. The new contract will include dredging of the West Berth. The Pier 35 West Berth dredged three years ago also requires some dredging of materials unsuitable for in-bay disposal. Pier 80

Berths A & B were dredged six years ago. The Pier 80 Berth was dredged 10 years ago. The maintenance dredging work includes contractor mobilization and demobilization, surveying, dredging, and dredge spoils and debris disposal. The cost estimate for this dredging is $2.3 million, which includes a 15% contingency. The contract will be funded from the operating and capital project funds.

Commissioner McCarthy asked why Pier 80 has not been dredged for a while. Mr. Lee replied that it was the Port's business decision at that time not to dredge it. Commissioner McCarthy asked about the $2.3 million estimate and wondered if staff will be requiring additional funds in the future. Mr. Lee replied that the $2.3 million is an engineer's estimate and educated guess because staff is still performing additional testing and there might be a possibility that staff will request additional funds in the future.

ACTION: Commissioner Brandon moved approval; Commissioner Hardeman seconded the motion. All of the Commissioners were in favor; Resolution No. 98-83 was adopted.

8. FINANCE & ADMINISTRATION

9. CONSENT CALENDAR

10. NEW BUSINESS / PUBLIC COMMENT

11. EXECUTIVE SESSION

A. Vote on whether to hold closed session to confer with Legal Counsel and Real Property Negotiator.

ACTION: Commissioner Hardeman moved approval; Commissioner Brandon seconded the motion. All of the Commissioners were in favor.

At 4:35 p.m., the Commission Secretary announced that the Commission would withdraw to executive session to discuss executive session matters. She also announced that Item 11B(1)c has been taken off calendar. She further announced that the Commission would reconvene in public session at 5 p.m.

B. CLOSED SESSION

(1) CONFERENCE WITH REAL PROPERTY NEGOTIATOR - This is specifically authorized under California Government Code Section 54956.8. ***This session is closed to any non-City/Port representative.****

a. Property: Ferry Building
Person Negotiating:
Port of San Francisco: Paul Osmundson, Director of Planning & Development

b. Property: Port property located at Mission Bay bordered by Illinois Street and Terry Francois Blvd. and Mission Rock Street

Person Negotiating:
Port representative: Paul Osmundson, Director of Planning & Development
*Catellus Representative: Doug Stimpson, Vice President and CFO

c. Property: Port property located at Pier 33 – **THIS ITEM WAS TAKEN OFF CALENDAR.**
Person Negotiating:
Port Representative: Douglas F. Wong, Executive Director
*Whitney Cressman Limited: Stan Cohn

(2) CONFERENCE WITH LEGAL COUNSEL REGARDING PROPOSED SETTLEMENT:

a. Proposed settlement of potential litigation with Harbor Bay Maritime in the amount of $18,000.

(3) CONFERENCE WITH LEGAL COUNSEL REGARDING ANTICIPATED LITIGATION MATTER:

a. Discuss significant exposure to litigation pursuant to subdivision (b) of the California Government Code Section 54956.9 (one case).

12. RECONVENE IN OPEN SESSION

At 5:12 p.m., Commissioners McCarthy, Brandon and Hardeman returned from executive session and convened in public session.

A. Possible report on actions taken in closed session pursuant to Government Code 54957.1(a)2 and San Francisco Administrative Code 67.14(b)(2).

ACTION: Commissioner Brandon moved approval to settle the potential claim with Harbor Bay Maritime in the amount of $18,000. Commissioner Hardeman seconded the motion. All of the Commissioners were in favor.

B. Vote in open session on whether to disclose any or all executive session discussions pursuant to Government Code 54957.1(a)(2) and San Francisco Administrative Code 67.14(b)(2).

ACTION: Commissioner Hardeman moved approval to not disclose any information discussed in the executive session. Commissioner Brandon seconded the motion. All of the Commissioners were in favor.

7. PLANNING & DEVELOPMENT

A. Informational presentation and public hearing on the location of the James Herman Cruise Ship Terminal.

Paul Osmundson, Director of Planning and Development, indicated that the purpose of the presentation is to provide information on the cruise industry, discuss potential site for a new terminal and to receive comments and questions about these topics. A report has been prepared on these topics, a copy sent to the Commission, and also available to other interested parties. The report is also available on the Port's internet, www.sfport.com. The following three major questions need to be addressed by the Port and the Commission: (1) Does San Francisco need a new cruise terminal? (2) What are the minimum requirements of a new terminal that would be necessary to save the Port's current business and provide future growth in this industry? and (3) Where would a new terminal be located?.

Peter Dailey, Director of Maritime, indicated that one of his department's responsibilities is to manage the cruise facilities and to market San Francisco as a cruise destination to the world's cruise ship companies. Over the years, Mr. Dailey has had regular contacts with the cruise lines. Earlier this year, he and the Executive Director went to Southern California and met with one of its cruise customers wherein they explained that the Port's facilities were inefficient, uneconomical and were nervous that they were not going to be able to meet the future needs of their ships. Discussions ensured regarding what they were looking for in a cruise terminal. He and Mr. Wong were able to mitigate some of the problems by changes in the wharfage and dockage charges to the ships. The message received from them was very clear. The Port needs to look at its cruise terminal operation carefully to be able to maintain its existing business.

The Port of San Francisco is a moderate size cruise port. Approximately 75,000 passengers passes through the port each year, which is 1/10 of all conventions that come into San Francisco. Visitors and vessels operating at the Port pay an estimated $25 million a year to the City, which also benefits our harbor service companies. In June of this year, Port staff put together a workshop with Prime Interest Consultant Group to look at San Francisco's cruise industry and its future needs.

San Francisco's market is an affluent market. Its trade lanes are relatively limited by its geography. The Port is geographically limited by its West Coast location; it's a day sailing from Alaska and Mexico. Alaska round trips are mainly in the late spring through summer and fall season. Around the world and longer cruises is the Port's benchmark.

The cruise industry has gone through a great many changes in the last ten years. Cruise lines are merging and getting bigger. Decision makers are fewer. Carnival fun ships have in recent years bought eight different cruise lines and now represent almost 40% of the total market share in the world. They bought Cunard,

Seabourne, Holland America, etc. They are the decision makers, selecting itineraries for seven or eight different lines. When they see our facilities, it impacts not only Carnival but also all the other lines that they represent. The ships are getting bigger, not only longer but wider, putting greater demands on ports. Ports are responding around the world. The ports that are responding quickly would be able to maintain their market share and try to grow their business into the next century.

The cruise ships are getting very big. The current average ship accommodates 1200 passengers and is approximately 700 feet in length. The new ships that are being built right now dwarf that level. Cruise size and passenger levels are doubling. The lengths are getting closer to the 1,000 ft. level. Certain ships are built so that they cannot fit through the Panama Canal. This is the trend that is going to continue as the ships see the economy of the larger ships. Ships of today dwarf the facility in terms of height, length and width. Over 6,000 passengers are served in one day, excluding a crew count. The current terminal handles 80,000 passengers annually. On double header days, the facility is pushed to its maximum capacity. Other ports around the U.S. are responding e.g. Tampa who have a 250,000 passengers a year is built next to a convention center. Houston who has 50,000 passengers a year are in the process of developing a terminal in the Houston ship channel which will have four berths and be able to accommodate new business. The benchmark for cruise terminal development is the Vancouver, Canada, which is the landmark of British Columbia. It is a gorgeous facility and widely successful in accommodating cruise traffic. The bottom line is other ports are responding quickly and the Port of San Francisco needs to act promptly in order to maintain its current market share and gain future business.

The Port's main business is cruise to Alaska, 65% of the passengers go to Alaska, round trip 10-12 day cruises. Next year, Princess and Crystal Cruise Lines will be calling in San Francisco. The Passenger Services Act (PSA) makes it impossible for foreign flagships to transport U.S. passengers between two U.S. ports. There is an emerging market such as the Mexican market, which we believe the Port would have some growth in that area in the coming year. If the PSA is amended, which the Port is working very hard, there will be great opportunities for coastal U.S. cruising and also cruises to Hawaii.

Pier 35 was built in 1914. It is showing its age and it is at its limit. The facility has a limited occupancy (1,000 standing). There is no direct street access to drop off passengers. There is no left exit out of the facility. There's one entrance and one exit. There's no passenger parking. The apron is 18 feet wide and the minimum industry standard is 50 feet wide. The north side has limited access for vessels. With the location of the Pier 39 breakwater, it is difficult to navigate a larger cruise ship into the north berth. The pier needs seismic and structural upgrades. It has overlapping uses in one common area. It is very chaotic. It is very labor extensive. It is one of the most expensive cruise terminals in the U.S. based upon its finger pier configuration. In summary, the existing condition of Pier 35 has limited circulation, old gangways, no left turn into the Embarcadero, the

stringers are very narrow and has limited main access. The north berth is too narrow to accommodate the next generation of ships. The Port has made some improvements to the facility to meet the needs of the cruise industry.

Mr. Dailey enumerated the following minimum requirements identified at the workshop:

- Berthing
  - Two 1,000 berths
  - 35' depth
  - maneuverability of the larger ships
- Dockside Facilities:
  - 50' aprons
  - direct street access for dropping off passengers
  - 4 modern flexible gangways
- Terminal Building:
  - two story 80,000 sq. ft.
- Security:
  - isolated security zone
- Vehicular Circulation:
  - 25 buses
  - 20 cabs
  - truck loading/unloading
  - 250 parking spaces
- Space for Mixed Use Development
- Public Access and Open Space
- Access
  - Attractions

Mr. Dailey summarized that changes in the industry and ships are dictating that Pier 35 would be obsolete very soon, if it's not obsolete already. The Port needs to act quickly and promptly to be in the running for more cruise ship business.

Anne Cook, Planning Development, indicated that Pier 35, because of its historic finger pier configuration and the narrow width of both the pier and the west berth, precludes it from ever becoming a modern cruise ship terminal. The Waterfront Plan identified three sites that should be considered for future cruise terminal: (1) Pier 35; (2) Pier 27-29; and (3) Pier 30/32.

The surrounding land uses at Pier 27/29 are primarily mixed use office, commercial, some restaurants and residential areas directly across from the site.

Berthing: Pier 27/29 is the Port's biggest pier, 14.8 acres. Its triangular size allows for the width necessary to accommodate different activities. There are two existing berths: (1) the south berth is 1300 feet long and (2) the north berth is 800 feet long. Extending the pier was discussed. Dredging is a critical issue for the Port. The

initial cost of dredging is at $2.68 million. Recent dredging at Pier 29 indicates that some of the materials may not be suitable for in-bay disposal. Maintenance dredging would be approximately $1 million biannually.

With regard to the dockside facilities, the aprons or stringers at Pier 27 is at 48 feet wide and Pier 29 is at 32 feet wide. The existing sheds are quite large and there's plenty of room to build a new terminal building and provide a separate security/ customs area.

With regard to vehicular circulation, there is no street parking or waiting zone for buses or taxis in front of the facility. It is, however, possible to have parking and waiting area in the valley. Its triangular shape may make it somewhat difficult to use that area efficiently. Most of the modern cruise terminals include mixed-use development to fund the necessary improvements and to activate the terminal because many of the terminals throughout the U.S. are seasonal. Our cruise facility would be seasonal with its primary use in the summer time. The mixed-use development opportunity sites were discussed in the Waterfront Plan, where synergy of uses can be had at both the seawall lot and the piers, which would encourage San Franciscans to come to the waterfront.

With respect to 27/29, the Seawall Lots 318 and 319 across from the site are developed. The pier side itself is large enough to include some ancillary commercial activities but would not have the ability to cross the street and plan activities in conjunction with them.

Pier 27/29 is an interesting area to provide public access and open space. As part of the Port's negotiations with BCDC regarding adopting implementation measures for the WFP, there were lengthy discussions about removing the portion of Pier 27 shed for major open space. Additional public access would be required on the pier.

In terms of access to attractions and the Airport, Pier 27/29 is a walking distance to Fisherman's Wharf, Pier 39, Coit Tower, North Beach, Chinatown and Financial District. In terms of public access, it is accessible through ferry service, Muni, and BART. There is easy access to the Bay Bridge. It is, however, a more congested area than Pier 30/32.

The piers are in good condition. Seismic repairs are needed on the seawall and substructure, particularly if the berth will be extended at Pier 29. It may be possible to do an extension to 27/29 to make the second berth longer. With respect to views, the cruise terminal at 27/29 would be visible from Telegraph Hill, Financial District, Fisherman's Wharf, and Lombard Street. There are historic buildings and resources that will be an issue. According to the Waterfront Plan Design and Access Element, staff has to look at retaining the Pier 29 bulkhead building as well as the connector building. In addition, Pier 31 may also have historic significance that needs to be studied further.

In the South Beach neighborhood (Pier 30/32), the surrounding land uses are mostly

residential and neighborhood retail. If this facility is developed there, it would be close to the Pacific Bell Ballpark and Mission Bay entertainment project. This is an area that is in-transition. With regard to berthing this is the second largest piers, 13.2 acres. The berths are shorter than 27/29. The south berth is 932 feet long and the east berth is 622 feet long. There would have to be some preferable consideration given to extend those berths either to some sort of extension or some type of buoy system. Dredging is not as big an issue as it is at Pier 27/29. Dredging is needed for the South berth only; most of the sediment is suitable for in-bay disposal. The initial cost would be $1.25 million and maintenance at $500,000 biannually. The size and rectangular shape is ideal. There is no existing shed; there is ample space for the desired 50 feet width of the stringer. There is also ample space for appropriately sized terminal building and security/customs area.

With regard to vehicular circulation, the South Beach street parking is very limited. the Embarcadero spaces are metered. There would be adequate space on the pier and nearby seawall lot 330 for parking and waiting areas. The idea of mixed-use development to activate the terminal year round and encourage people to cross over to the waterfront is an important factor. There is a large 2.8 acres seawall lot which is currently used as parking would be available as part of the opportunity area. There is also ample space leftover on the pier for mixed-use development to complement the facility.

The public access and open space could be provided on the pier. In addition, there's also discussions with BCDC about the possible removal of Pier 34 and perhaps Pier 36 to create a new Brannan Street wharf. The removal of Pier 34 would be advantageous to allow greater maneuverability. With regard to access to attractions and airport, it is served by Muni lines and the new E-Line. There is a possible direct line between the ballpark and Fisherman's Wharf. A/C Transit lines serve the area; it is easily accessible by Bay Bridge and BART. It is easily accessible from the Airport via I-280 or I-80. It is close to the new entertainment and ballpark

The pier is in relatively good condition. Extensions to the north and south berths were made in 1926. Repairs and seismic upgrades are needed and extension of pier required.

This is an interesting site because the cruise ships would pass under two bridges. In addition, as the ships cruise around the waterfront, there would be views throughout the City from the cruise ship. There are no known historic resources in the area.

To summarize, staff has concluded that both Pier 27/29 and Pier 30/32 are viable sites for a cruise terminal. They are adequate in size and relatively in good condition. Pier 27/29 lacks potential for adjacent seawall development. Therefore, there would be less synergy of uses and activity during the off-season. The dredging costs would be higher and there may be a need to remove half of Pier 31. Pier 30/32's nearby seawall lot will allow synergy of uses and there would be activity year round. The dredging costs would be lower but it has a more remote

access to Fisherman's Wharf.

In terms of next steps, the Port needs to act swiftly to prepare designs for the new cruise terminal. Cruise lines schedule itineraries up to 18 months in advance, having plans on the table would help retain business. The Port needs to act swiftly to determine alternative uses for Pier 35. The Waterfront Plan encourages entertainment and assembly activities to foster public enjoyment and activity, public oriented and maritime uses appropriate for the gateway to Fisherman's Wharf. These are the issues that need to be addressed as soon as possible.

Mr. Osmundson indicated Anne Cook and Peter Dailey are two members of the team assembled for the project. Gerry Roybal, Veronica Sanchez, Ed Byrne and Carla Brugneschi have also worked on this project. It is clear that they have prepared a comprehensive overview of the cruise industry and the decision that is soon to be before the Commission. They have been working on this for more than a decade. The Port issued an RFP for a cruise terminal at Pier 30/32 in 1990. During the Waterfront Plan process, they have assembled many of the industry experts, who will also be speaking today, on the needs of the cruise industry. Throughout the Waterfront Plan, the mixed use opportunity areas at Pier 30/32 and Pier 27/29 have been carefully discussed with the members of the Waterfront Advisory Board. He pointed out that there would be additional opportunities for the public to be involved in this process. The other question not posed but staff will be prepared to address is how to develop the terminal and types of commercial development to be included with the project. Staff would be prepared at the Commission's direction to make recommendations on all these points following this hearing and after addressing the issues.

Commissioner McCarthy thanked everyone involved in the presentation.

Al Pratt, Metropolitan Stevedore Company, indicated that as a terminal operator, Metropolitan Stevedore Company operates terminals up and down the coast and the passenger terminal in Los Angeles. He indicated that it is difficult for him to criticize the terminal they represent. They represent the Port at its best light and market the port for cruise operations and defend the terminal from customers. He emphasized that the terminal in its current state is not an adequate facility and has not been for the last 15-20 years. The facility can handle ships with no more than 600 passengers. It is very difficult to safely conduct business in the facility. No one else is doing what the Port of San Francisco is doing i.e. combining the passengers, pedestrians, visitors, vehicular traffic and the workings of machinery and cargo operations in one common area. The traffic control outside of the terminal is very difficult. The core business is in the summer. Fisherman's Wharf and Pier 39 have their business. The cruise terminal will never escape that in its current position. The other two sites are much better. The current terminal has no waiting areas, no public restrooms, and no way for the public to greet their arriving passengers. The security aspects of the cruise ship terminal have become increasingly difficult. As world events dictate, the security of passenger terminals is becoming more critical. Their security plan has been reviewed by the Coast Guard

and has been implemented last year. This plan also allows them to change different aspects. The width of the stringer is incapable of handling the equipment, trucks or vehicles. The gangways on the second deck are fixed positions and very old fashioned and have, at times, customized the gangways to get things to work. They constantly have to hire more labor to get the job done. The cost of operation is higher for the cruise line.

Mr. Pratt gave a preliminary endorsement for Pier 30/32 for the future location of the James R. Herman Cruise Terminal.

Carlos Afre, President of You & Leisure Travel and Golden Age Travelers, indicated that a world-class city should have a world-class cruise terminal. The cruise lines have expressed concern about the facility at the Port. In 1998, not one cruise ship could call San Francisco homeport. Most of the cruise ships going to Alaska called in Vancouver. The Port also lost the opportunity of cruise business from San Francisco to Mexico. He believed that amending the PSA would create opportunities for new itineraries and more calls to the Port of San Francisco. He pointed out that the port should have a new terminal either at Pier 30/32 or 27/29 but preferred Pier 30/32.

Russ Nyborg, President of Bar Pilots, concurred with Carlos Afre's comments that San Francisco is a great City and it should have a world-class cruise terminal. Either site would be wonderful. He indicated that they would love to work with the Port and help in anyway they can.

Jeffrey Leibovitz, Board of Directors Portside, indicated that he's read the summary descriptions. As a general consensus, the residents of Portside support the idea of having a cruise terminal at Pier 30/32. After reading the summary, they have some concerns that need to be addressed. One of the issue is regarding specialty retail and he inquired about its definition and is aware that there will be further hearing on this matter. They also have concerns regarding transportation issues surrounding the cruise terminal. In regards to the Giants ballpark, the Commission has the authority to require the Giants to limit their games to evening games as to not to interfere with the cruise terminal. A recent study revealed that professional sports franchise do not benefit economy of the Cities but the cruise industry does. The cruise industry should be given more weight when it comes to activities along the waterfront. The South Beach Rincon CAC have been working closely with the Giants and ballpark transportation coordinating committee and have made recommendations to the City regarding the transportation problems. He asked the Commission to look at these issues carefully and suggested that the cruise terminal and transportation issues be given priority. He summarized that this is an exciting project and they hope to send a formal letter to the Port endorsing the project, after their board meeting.

Ben Lubbon, indicated that if this structure is built, they will come. Since the South Beach area is growing rapidly, he hopes that a good neighbor policy will be in place. Rick Mariano and Sue Hestor worked with the Commission on a good

neighbor policy that limit clubs in the area. With regard to the cruise terminal, the cruise terminal act of 1997 is important as well as appeasing the unions. This act has been tabled until the next election and nothing will happen until then. The Waterfront Plan and Design Access advocates maritime use. The northern waterfront is far too congested and the southern waterfront is going to be further congested. There also could be an adopted good neighbor policy to allow underground parking at seawall lots. The South Beach area is a beautiful and vibrant neighborhood. He hopes that the neighborhood is respected. The northern waterfront is far too congested and travelling to and from SFO would be difficult. The southern waterfront would call for a quicker time. With the Catellus project and the Giants ballpark, the South Beach area would be a beautiful place if more parking is created.

Ed Lortz, indicated that he has been in the marine industry for over 30 years. He indicated that the Port definitely need a new terminal. He has cruised in and out of Vancouver, Montreal, New York and through several ports in Europe. To be able to enjoy a particular place, the availability of interesting places near the terminal is an important factor. Pier 27/29 is closer to tourist attractions. Pier 30/32 is in a residential area. Pier 30/32 is a nice place to dock a Navy ship. He endorsed the Pier 27/29 location because of its proximity to other attractions. The disadvantages are valid but can be worked out.

Rick Mariano, Rincon Point-South Beach Citizens Advisory Committee, indicated that their CAC has not seen the report and will review it at their next meeting. Their concerns are parking and traffic. There should be an overabundance of parking if 30/32 is the chosen site. The traffic will coincide with baseball season. The baseball traffic will put a lot of pressure in the neighborhood. He asked the Commission to pay special attention with parking and traffic in the area.

Jeffrey Heller, Heller Manus Architects, indicated that the need for a new cruise ship terminal is clear and compelling. The report is very encouraging. It is important to talk about the process and getting it done. It is important to look at public amenities and access to the water as well as where the funds would come from to build the facility. He heard about how the study might proceed. He suggested that it is too large and difficult a project to analyze and plan too thoroughly before a decision is made. Parameters and criteria should be established on the selected site and solve the issues he mentioned as part of the RFP or during the negotiations process. It may also take a long time to create such a plan if it is too detailed and it might go against the better interest of the City in terms of getting this done sooner rather than later. He applauded staff efforts and was elated to see this project coming forward.

A.R. Langley, representing Embarcadero Cultural Center International (ECCI), indicated that his group is interested in Pier 30/32. The marine area of Pier 30/32 is the logical place for the cruise ship terminal. With regard to traffic, not only ships are getting bigger but buses as well. They intend to have an apron all the way around the pier but don't intend to put the buses there. He mentioned about taking

into consideration the elderly people. They have ideas on working on people movers and parking.

Monica Dacanay, ECCI, spoke about the benefits to the people of San Francisco of having Pier 30/32 be part of the James Herman cruise ship terminal. With the development of the pier, jobs would be created. ECCI would like to open up doors to those who have had limited or no opportunities such as the "at risk youth". ECCI wants to work with their communities and schools to set up career training programs, to learn skills that can be used for working at the terminal. She believed that these would take youths off the street and give hope and self-respect because they have been given tools to achieve. ECCI would like to extend job and business opportunities to people of color and women. ECCI plans to prioritize outreach to people of color and women entrepreneurs. Their business can provide services of convenience catered to the passengers of the cruise ships. Residents of San Francisco and the Bay Area can also enjoy the cultural richness of those businesses. ECCI will work with those entrepreneurs to give back to the community and hire "at risk youths and others who may not have the chance to achieve. ECCI feels that by developing Piers 30/32 as the James Herman Cruise Ship Terminal, it will open up doors for job opportunities and new businesses that would benefit all of San Francisco.

Ernie Meriweather, ECCI, thanked port staff for the kindness and generosity shown to them with respect to the unsolicited visits and hundreds of calls. He thanked the Commissioners for the opportunity to express his point of view. He has spoken with Senator Barbara Boxer in support of changing the 1886 law that prevent ships from coming to San Francisco and she supports the Port's efforts. ECCI would like the Commission to select Pier 30/32 as the location for the James R. Herman Cruise Ship Terminal. He indicated that San Francisco is one of the most beautiful cities in the world, deserving the most beautiful cruise terminal. They envision a state-of-the-art James R. Herman cruise ship terminal that would be a calling card for all ship captains and cruise lines to visit and enjoy the beauty, the charm, the easy access, the dynamic bon voyage area and the multiethnic personnel of ECCI who are pleasant, polite and helpful and a state-of-the-art's customs facility, uniform security guards and an aggressive growth approach to the shipping industry. A new development and design that would surpass any and all cruise ship terminals in the world. We know that San Francisco is a destination of choice for many visitors and vacationers. When they come to our City, they will be glad they came and will plan to come again. Locating the James R. Herman cruise ship terminal at Pier 30/32 would provide passengers with a 5-star hotel accommodation, dry cleaners, hair styling salons, gift shop, limousine service, taxi service, Muni service lines and many other amenities. He respectfully requested that the Commission select Pier 30/32 for the location of the James R. Herman Cruise Ship Terminal.

Commissioner Brandon commented that this is an exciting project and it would be interesting to see what happens. Commissioner Hardeman indicated that staff has done a good job providing the information and the public seems to be interested. Commissioner McCarthy suggested that staff bring back a recommendation in the

near future based on cost/cost effectiveness, the issues of access, transportation, public access, vehicular access and open space. Mr. Heller's idea of having something more open ended as opposed to having a very specific development makes more sense. Choices regarding ancillary development could be the driving force. Some thought should be considered regarding where the funds would come from. She personally think that there are some arguments on both sides - whether Pier 27/29 is a better site because it's cheaper or Pier 30/32 because of the availability of space and clearly more options. She thanked staff for their hard work and she was excited that this project is moving forward.

Mr. Osmundson indicated that staff would bring back the recommendation with the items that the Commission has asked for. Commissioner McCarthy commented that when this comes forward, we would be happy to have public input at that hearing also.

Commissioner moved approval to adjourn the meeting; Commissioner Brandon seconded the motion. All of the Commissioners were in favor.

The meeting was adjourned at 6:30 p.m.

DOCUMENTS DEPT.
SEP 18 1998
SAN FRANCISCO
PUBLIC LIBRARY

SAN FRANCISCO
PORT COMMISSION

SPECIAL MEETING - PLEASE NOTE THE TIME OF THE MEETING
➡ ➡ 3:00 P.M., TUESDAY, SEPTEMBER 22, 1998

FERRY BUILDING, SUITE 3100
SAN FRANCISCO, CA 94111

AGENDA

1. **ROLL CALL**

2. **APPROVAL OF MINUTES** - September 8, 1998 Regular Meeting

3. **EXECUTIVE**

   A. Executive Director's Report

4. **MARITIME**

   A. Approval of the South Seas Steamship Line (Columbus Line USA, Inc.) Marine Terminal Agreement and related amendments to the Columbus Line USA, Inc. Marine Terminal Agreements. (Resolution No. 98-98)

5. **REAL ESTATE**

6. **FACILITIES & OPERATIONS**

7. **PLANNING & DEVELOPMENT**

   A. Adoption of CEQA findings and other approvals related to Mission Bay North and South Redevelopment Area and Western Pacific Property.

      1) Adoption of CEQA findings, including mitigation measures and a mitigation monitoring program for Mission Bay. (Resolution No. 98-86)

      2) Endorsement of the proposed Redevelopment Plan for the Mission Bay North Plan Area. (Resolution No. 98-87)

      3) Endorsement of the proposed Redevelopment Plan for the Mission Bay South Plan Area. (Resolution No. 98-88)

4) Approval of conforming amendments to the Waterfront Land Use Plan. (Resolution No. 98-89)

5) Approval of the Amended and Restated City Land Transfer Agreement and recommending adoption by the Board of Supervisors. (Resolution No. 98-90)

6) Approval of the Amended and Restated Port Land Transfer Agreement and recommending adoption by the Board of Supervisors. (Resolution No. 98-91)

7) Approval of the Amended and Restated Agreement concerning the Public Trust and recommending adoption by the Board of Supervisors. (Resolution No. 98-92)

8) Approval of the UCSF Land Donation Agreement and recommending adoption by the Board of Supervisors. (Resolution No. 98-93)

9) Approval of the North Interagency Cooperation Agreement and recommending approval of the Board of Supervisors. (Resolution No. 98-94)

10) Approval of the South Interagency Cooperation Agreement and recommending approval of the Board of Supervisors. (Resolution No. 98-95)

11) Approving, ratifying and recommending to the Board of Supervisors the vacation of the street areas. (Resolution No. 98-96)

12) Approval of transfer of administrative jurisdiction over certain Port property that is the subject of the Land Transfer Agreements from the Port to the Director of Administrative Services, and recommending approval to the Board of Supervisors. (Resolution No. 98-97)

B. Informational presentation on the recommendation of the location for the James R. Herman Cruise Ship Terminal.

(NOTE: Item 7C will be taken out of order and will be heard at approximately, but no earlier than, 5:00 p.m.)

C. Presentation by the four developers who responded to the Request for Qualifications and Proposals for the Design, Rehabilitation and Lease of the Ferry Building.

8. FINANCE & ADMINISTRATION

9. CONSENT CALENDAR

A. Approval of month-to-month license with Women's Alcoholism Center for storage space located in the Ferry Building. (Resolution No. 98-85)

10. NEW BUSINESS / PUBLIC COMMENT

Public comment is permitted on any matter within Port jurisdiction and is not limited to agenda items. Public comment on non-agenda items may be raised during New Business/Public Comment. Please fill out a speaker card and hand it to the Commission Secretary. If you have any question regarding the agenda, please contact the Commission Secretary at 274-0406.

11. EXECUTIVE SESSION

A. Vote on whether to hold closed session to confer with Legal Counsel and Real Property Negotiator.

B. CLOSED SESSION

1) CONFERENCE WITH REAL PROPERTY NEGOTIATOR - This is specifically authorized under California Government Code Section 54956.8. ***This session is closed to any non-City/Port representative.****

a. Property: Ferry Building
Person Negotiating:
Port of San Francisco: Paul Osmundson, Director of Planning & Development

An executive session has been calendared to instruct the real estate negotiator regarding responses received to the Request for Proposal.

b. Property: Pier 24-½ (Pier 24 Annex)
Person Negotiating:
Port of San Francisco: Paul Osmundson, Director of Planning & Development

An executive session has been calendared to provide directions to the real estate negotiator regarding the Request for Proposals (RFP) for mixed-use development of Pier 24-½ (Pier 24 Annex).

12. RECONVENE IN OPEN SESSION

A. Possible report on actions taken in closed session pursuant to Government Code 54957.1(a)2 and San Francisco Administrative Code 67.14(b)(2).

B. Vote in open session on whether to disclose any or all executive session discussions pursuant to Government Code 54957.1(a)(2) and San Francisco Administrative Code 67.14(b)(2).

13. ADJOURNMENT

DISABILITY ACCESS

The Port Commission office is located on the third floor of the Ferry Building, Suite 3100. The Port office is wheelchair accessible. Accessible seating for persons with disabilities (including those using wheelchairs) will be available. The closest accessible BART and MUNI Metro station is Embarcadero located at Market and Spear Streets. Accessible MUNI lines serving the Ferry Building are the 9, 31, 32 and 71. For more information about MUNI accessible services, call 923-6142. There is accessible parking at the Ferry Building and at the public lot in the Embarcadero median in front of the Ferry Building. Assistive listening devices are available for use in the Port Commission Meeting. The following services are available on request 72 hours prior to the meeting: (1) American Sign Language Interpreters; (2) A Sound Enhancement System; (3) The use of a reader during the meeting and (4) copies of the agenda or minutes of the meeting in alternative formats. Please contact Kevin Jensen, the Port's ADA Coordinator at (415) 274-0555. Late requests will be honored if possible. Please contact the Commission Secretary at (415) 274-0406 should you require large print of the agenda.

In order to assist the City's efforts to accommodate persons with severe allergies, environmental illnesses, multiple chemical sensitivity or related disabilities, attendees at public meetings are reminded that other attendees may be sensitive to various chemical-based products. Please help the City accommodate these individuals.

Know Your Rights Under the Sunshine Ordinance

Government's duty is to serve the public, reaching its decisions in full view of the public. Commissions, boards, councils and other agencies of the City and County exist to conduct the people's business. This ordinance assures that deliberations are conducted before the people and that City operations are open to the people's review. For more information on your rights under the Sunshine Ordinance (Chapter 67 of the San Francisco Administrative Code) or to report a violation of the ordinance, contact the Sunshine Ordinance Task Force at 554-4851.

San Francisco Lobbyist Ordinance

Attention: Individuals and entities that influence or attempt to influence local legislative or administrative action may be required by the San Francisco Lobbyist Ordinance (SF Admin. Code 16.520 - 16.534) to register and report lobbying activity. For more information about the Lobbyist Ordinance, please contact the Ethics Commission at 1390 Market Street, #701, San Francisco, CA 94102, phone (415) 554-9510 or fax (415) 703-0121 and web site http://www.ci.sf.ca.us/ethics/.

NOTE: Pursuant to Government Code § 65009, if you challenge, in court, (1) the adoption or amendment of a general plan or a specific plan, (2) the adoption or amendment of a zoning ordinance, (3) the adoption or amendment of any regulation attached to a specific plan, (4) the adoption, amendment or modification of a development agreement, or (5) the approval of a variance, conditional use permit or any other permit, you may be limited to raising only those issues you or someone else raised at the public hearing described in this notice, or in written correspondence delivered to the Port Commission, at, or prior to, the public hearing.

PORT OF SAN FRANCISCO

MEMORAN DUM

Ferry Building
San Francisco, CA 94111
Telephone 415 274 0400
Fax 415 274 0528
www.sfport.com

September 17, 1998

TO: MEMBERS, PORT COMMISSION
Hon. Denise McCarthy, President
Hon. Kimberly Brandon, Vice President
Hon. Michael Hardeman

FROM: Douglas Wong
Executive Director

SUBJECT: APPROVAL OF THE SOUTH SEAS STEAMSHIP LINE (COLUMBUS LINE USA INC.) MARINE TERMINAL AGREEMENT AND RELATED AMENDMENTS TO THE OTHER COLUMBUS LINE USA INC. MARINE TERMINAL AGREEMENTS

DIRECTOR'S RECOMMENDATION: APPROVE THE 5-YEAR MARINE TERMINAL AGREEMENTS WITH SOUTH SEAS STEAMSHIP LINE (COLUMBUS LINE USA, INC.) AT PIER 80, AUTHORIZE THE EXECUTIVE DIRECTOR TO SEEK APPROVAL BY THE SAN FRANCISCO BOARD OF SUPERVISORS TO AMEND THE AGREEMENT TO INCLUDE A MUTUAL INDEMNITY CLAUSE, AND APPROVE THE AMENDMENTS TO THE OTHER TWO COLUMBUS LINE USA INC. MARINE TERMINAL AGREEMENTS TO REFLECT THE COMBINED ANNUAL VOLUMES OF ALL THREE SERVICES FOR WHARFAGE RATING PURPOSES.

The Port has concluded negotiations for a five-year Marine Terminal Agreement with South Seas Steamship Line for use of Pier 80. South Seas Steamship Line offers a service to and from New Zealand, Fuji and Tahiti and was just recently purchased by Columbus Line/Hamburg Sud of which Columbus Line USA, Inc. acts as the U.S. agent. Their vessels are expected to make a monthly call with their first vessel call on October 8, 1998. The agreement includes the following terms:

Material provisions of the agreement include the following: (i) five year term, commencing on October 1, 1998 with the ability of either party to terminate as of each September 30; (ii) reduced wharfage and dockage rates based on the total annual volume; (iii) nomination of Pier 80 as their regular published Bay Area port of call.

If Marine Terminals Corp. ceases operations at Pier 80, the Agreement also allows termination by either Port or Carrier if they are unable to reach agreement with a new management contractor.

The Agreement contains an indemnity where South Seas Steamship Line agrees to indemnify Port and City for claims resulting from its acts or omissions at the facility. The Port's standard exculpation clause, under which the Carrier waives all claims against Port and City including claims due to Port on City's negligence, has been deleted from these Agreements pursuant to South Seas Steamship Line request. In addition, South Seas Steamship Line has requested an indemnity from Port and City against claims caused by Port or City's negligence. The City's charter requires any indemnities by the City or Port to be approved by the Board of Supervisors. The Agreement provides that upon approval by the Board, parties will sign an amendment to the Agreements to include the Port's and City's indemnity. If the Board disapproves the indemnity, South Seas Steamship Line may terminate their Agreement upon 30-days prior written notice.

In recognizing that Columbus Line now has three separate services, each covered by a separate Marine Terminal Agreement, including South Seas Steamship Line, calling at Pier 80 the Port has agreed to pool the total annual volumes of all three services for wharfage rating purposes. Once Columbus Line reaches an annual volume of 5,999 Units, the 6,000 Unit will be rated at the second tier rate for all services. Amendments to the other contracts reflecting this agreement are also enclosed for approval.

Estimated annual revenue for the South Seas Steamship Line agreement is approximately $140,000 from wharfage, dockage, and crane rental, which is to be shared with MTC per our management agreement with them.

A copy of the agreement and the amendments are attached hereto.

Prepared by: Peter A. Dailey, Director Maritime Services

PORT COMMISSION
CITY AND COUNTY OF SAN FRANCISCO

RESOLUTION NO. 98-98

WHEREAS, South Seas Steamship Line (Columbus Line) desires to enter into Marine Terminal Agreement(s) with the Port, for use of Port's marine terminal facilities; and

WHEREAS, said Agreement grants South Seas Steamship Line (Columbus Line) reduced dockage and wharfage charges for the utilization of Pier 80 as their regularly scheduled Northern California port of call; and

WHEREAS, said Agreement allows Columbus Line to pool their total annual volume at Pier 80 for all their services for the determination of wharfage rates and requires the parties to enter into amendments to reflect this agreement on the two other Columbus Line Marine Terminal Agreements; and

WHEREAS, the Agreement requires the parties to enter into an amendment to include an indemnity clause by Port and City in favor South Seas Steamship Line, upon the approval of the San Francisco Board of Supervisors; now therefore, be it

RESOLVED, that the San Francisco Port Commission approves the Marine Terminal Agreement with South Seas Steamship Line, in substantially the form of which is on file with the Secretary of the Port Commission for this agenda item as well as the amendments for the other agreements; and be it further

RESOLVED, that the Port Commission authorizes the Executive Director (I) to enter into the Agreements, (ii) to make any necessary refinements to the Agreements as are approved by the City Attorney; (iii) to obtain approval from the Board of Supervisors to amend the agreements to include a Mutual Indemnity clause and to execute such amendment; (iv) to file the Agreements with the Federal Maritime Commission; and (v) to take all such further actions as are necessary to put the Agreements into effect.

I hereby certify that the foregoing resolution was adopted by the Port Commission at its meeting of September 22, 1998.

_____

Secretary

CITY AND COUNTY OF SAN FRANCISCO

Willie L. Brown, Jr., Mayor

MARINE TERMINAL AGREEMENT

BETWEEN

COLUMBUS LINE (USA) INC. as agents for

SOUTH SEAS STEAMSHIP LINE

AND

THE CITY AND COUNTY OF SAN FRANCISCO,

A MUNICIPAL CORPORATION, ACTING BY AND THROUGH

THE SAN FRANCISCO PORT COMMISSION

DATED

October 1, 1998

SAN FRANCISCO PORT COMMISSION

DENISE McCARTHY, PRESIDENT
KIMBERLY BRANDON, VICE PRESIDENT
MIKE HARDEMAN, COMMISSIONER

DOUGLAS WONG
EXECUTIVE DIRECTOR

MARINE TERMINAL AGREEMENT

This non-exclusive Marine Terminal Agreement (the "Agreement") is entered into as of this _____ day of _____, 1998 by and between the City and County of San Francisco, a municipal corporation ("City"), acting by and through the San Francisco Port Commission ("Port") and Columbus Line (USA) Inc. as agents for South Seas Steamship Line a Delaware Corporation ("Carrier").

WITNESSETH

WHEREAS, City owns certain property located in the City and County of San Francisco pursuant to an act of the legislature of the State of California commonly known as the "Burton Act" (Statutes 1968, Chapter 1333); and

WHEREAS, Pursuant to the Burton Act and the City's Charter, Port exercises jurisdiction and control over said property; and

WHEREAS, Carrier wishes to use a portion of said property which has been improved with a marine terminal for the purpose of moving waterborne cargo through the Port; and

WHEREAS, Port desires to have Carrier use the property for said uses, with said uses being consistent with the public trusts upon which the property is held;

NOW, THEREFORE, in consideration of the mutual covenants and agreements set forth herein, Port and Carrier agree as follows:

ARTICLE I. CARRIER'S TERMINAL RIGHTS

Section 1.01 Right to Use Facilities

Carrier shall have a non-exclusive right to use Pier 80, located at the Port of San Francisco in the City and County of San Francisco (the "Facilities") for the purposes set forth in Article III of this Agreement.

Section 1.02 Right to Transfer

If during the Term Port decides to move the location of its marine terminal to another location on Port property, Port shall give Carrier sixty (60) days prior written notice ("60-day Notice") of its decision. Carrier shall notify Port within thirty (30) days after receipt of Port's 60-day Notice, stating its decision to move to such alternative location, or its intent to terminate this Agreement. If Carrier decides to move to the alternate location, such transfer shall be embodied in an amendment to this Agreement which shall not be effective until filed with the Federal Maritime Commission and deemed effective under the Shipping Act of 1984. If Carrier decides to terminate the Agreement, such termination shall be effective upon the sixtieth (60th) day after Port's 60-day Notice.

It is further understood that if Carrier agrees to move to the alternate Port location, and if the transfer involves a different terminal operator than the operator listed in section 5.01 under this Agreement, Carrier's notice may be conditional upon negotiating new terminal services arrangements with the new terminal operator. Carrier shall use its best efforts in good faith to negotiate new terminal services arrangements with the terminal operator at the new facility. If Carrier after such best efforts is reasonably unable to complete such terminal services arrangements, Carrier may terminate this Agreement on no less than thirty (30) days' prior written notice to the Port. If Carrier is unable to conclude a new agreement prior to the expiration of Port's 60-day Notice, Port shall allow Carrier a reasonable extension of time to conclude its negotiations; provided, however, Port shall not be required to make the original marine terminal available to Carrier after the expiration of Port's 60-day Notice.

Carrier's failure to give notice as provided herein shall be deemed to be an acceptance of the new marine terminal location.

ARTICLE II. TERM

Section 2.01 Commencement of Term

The term of this Agreement shall commence on the first day of the month immediately following the occurrence of all of the following events (the "Commencement Date"):

(a) The filing with and approval of this Agreement by the Federal Maritime Commission, or effectiveness without approval pursuant to the Shipping Act of 1984, or a ruling by the Federal Maritime Commission that such approval is not required; and

(b) Approval of this Agreement by the San Francisco Port Commission.

Port will notify Carrier of the Commencement Date in writing when all of the approvals set forth above have been obtained, however failure to do so shall not affect the validity of this Agreement.

Section 2.02 Term Termination

This Agreement shall terminate five years from the Commencement Date, unless terminated earlier as provided for herein.

ARTICLE III. USE OF THE FACILITIES

Section 3.01 Permitted Uses

Carrier shall use the Facilities as its published regularly scheduled Northern California port of call for its service between the U.S. West Coast and New Zealand, and the South Pacific Islands for the berthing of Carrier's vessels and the loading and discharging of cargoes therefrom and operations ancillary thereto, and for no other purposes.

ARTICLE IV. COMPENSATION

Section 4.01 When Tariff Provisions Apply

Except as expressly set forth in Section 4.02 below, the provisions of San Francisco Port Commission Tariff No. 4, publishing rules and regulations and rates and charges for wharfinger services at property used as marine terminals at the Port of San Francisco, and amendments and subsequent reissues thereof (collectively, "Tariff"), shall apply to Carrier's use of the Facilities pursuant to this Agreement. Carrier agrees to be bound by and comply with the provisions of the Tariff.

Section 4.02 Fees for Use

As consideration to Carrier for the use of the Facilities as Carrier's regularly scheduled Northern California port of call and for the additional cargoes handled at the facility by Blue Star (North America), the following provisions shall govern the amount of dockage and wharfage due to Port from Carrier as a result of Carrier's use of the Facilities.

(a) Dockage:

Carrier shall pay 60% of the applicable tariff for dockage charges in effect on October1, 1998 which would otherwise be due to Port pursuant to the provisions of the Tariff.

(b) Wharfage/Full Containers:

Wharfage on full containers shall be paid by Carrier according to the following schedule, base on annual throughput volume per twelve-month Contract Year (as hereinafter defined) of this Agreement:

Wharfage Rate - Containers

$45.00 per Unit for the first 5,999 Units per contract year
$30.00 per Unit for each additional Unit over 5,999 per contract year

c) For the purpose of determining the wharfage due by Columbus Line to the Port, all Columbus Line units either discharged or loaded at Pier 80 for all services covered under the three separate marine terminal agreements as listed below ("Columbus Line Agreements") will be counted towards the annual volume requirement. Once the total annual combined volume under the Columbus Line Agreements reaches the 6,000 unit level in any given Contract Year, all further units during that Contract Year will be rated at $30.00 per unit. For the purpose of this section a "Contract Year" shall commence on each October 1, and shall end on September 30 of the following year. Units discharged or loaded during any Contract Year shall not be carried over into subsequent Contract Years for purposes of determining wharfage. The first Contract Year of this amendment shall be from October 1, 1998 to September 30, 1999.

The Columbus Line Agreements referenced are the following:
Columbus Line Australia/New Zealand Service dated June 23, 1998
Columbus Line/Serpac Service dated September 24, 1996
Columbus Line/South Seas Steamship Line dated October 1, 1998

(d) Wharfage on empty containers will be $0.00

(e) Wharfage/Breakbulk:

Breakbulk - General	$ 3.09 R/T
Breakbulk - Project Cargo	2.40 per 1000 Kgs
Breakbulk - Radiata Pine	1.44 per CM

(f) Equalization/East Bay- An East Bay equalization trucking credit of $20.00 per unit will be granted for cargo originating or destined to East Bay points. The $20.00 will be credited against wharfage due upon presentation of documentation showing an East Bay point. The equalization is subject to a maximum of 50% of total annual volume.

For the purposes of this section, a "Contract Year" shall commence on each October 1 and shall end on September 30 of the following year. Notwithstanding the Commencement Date, the first Contract Year of this Agreement shall be from October 1, 1998 to September 30, 1999.

Section 4.03 Rate Adjustments

Rates stated in Section 4.02 will be guaranteed for the life of the contract.

Section 4.04 Calculation of Initial Fees

Within ninety days after the Commencement Date, Port and Carrier shall mutually determine the fees due the Port under Section 4.02 above, calculated as if this Agreement had commenced on October 1, 1998. Any amount that Carrier paid Port which exceeds the amount which would have been charged under the preceding sentence will be refunded to Carrier after the Commencement Date.

ARTICLE V. MANAGEMENT OF FACILITIES

Section 5.01 Management Agreement

Carrier acknowledges and agrees that as of the Commencement Date, the responsibility of managing the Facilities has been assigned by Port to Marine Terminals Corp. (MTC) pursuant to that certain Management Agreement between MTC and Port dated December 1997.

ARTICLE VI. TERMINATION

Section 6.01 Termination by Governmental Action

In the event the United States of America or the State of California, or any other governmental authority, shall, by condemnation or otherwise, take title, possession or the right to possession of the Facilities, or any part thereof, Port may, at its option, and, if the taking has substantially impaired Carrier's use of the Facilities, Carrier may, at its option, terminate this Agreement as of the date of such taking, and all further obligations of the parties shall end, except as to liabilities which shall have accrued prior to the date of taking.

Section 6.02 Termination by Judicial Action

In the event any court having jurisdiction over the subject matter of this Agreement shall render a decision which has become final and which will prevent the performance by Carrier or Port of their obligations hereunder, then either party may terminate this Agreement upon thirty (30) days written notice, and all rights and obligations hereunder (with the exception of any undischarged rights and obligations that accrued prior to the effective date of termination) shall thereupon terminate.

Section 6.03 Right of Termination

Carrier shall have the right to terminate this Agreement without penalty effective on October 1, 1999 and on each October 1 thereafter throughout the Term (each "Termination Date"). Carrier must exercise such termination right by delivering written notice of termination from or to Port or Carrier at least sixty (60) days prior to the applicable Termination Date upon which Carrier desires to terminate. In the event Carrier fails to give timely notice, Carrier may not terminate this agreement until the following Termination Date with proper notice as set forth herein.

Section 6.04 Termination by Resignation of Terminal Contractor

In the event Management Contractor, as defined in Section 5.01, gives Port notice of its intention to cease operations at the Port, Port shall notify Carrier of such notice within ten (10) days. Port shall make its best effort to negotiate an agreement with a new management contractor. In the event Port is unable to successfully conclude such an agreement within sixty (60) days after receiving such notice from Management Contractor, the Port may, at its option, terminate this Agreement upon ninety (90) days prior written notice to Carrier, and all rights and obligations hereunder (with the exception of any undischarged rights and obligations that accrue prior to the effective date of termination) shall thereupon terminate.

It is further understood that if in such event a new management contractor is appointed other than defined in Section 5.01 under this agreement, Carrier shall use its best efforts in good faith to negotiate new terminal services arrangements with the new management contractor and if Carrier after such best efforts is reasonably unable to complete such terminal services arrangements. Carrier may terminate this Agreement on not less than sixty (60) days prior written notice to the Port.

ARTICLE VII. MISCELLANEOUS PROVISIONS

Section 7.01 Taxes

A possessory interest subject to property taxation may be created by this Agreement, and it is understood by the Carrier and the Port that the Port of San Francisco will be responsible for the payment of property taxes levied on such possessory interest. The Carrier will not be billed by the Port or be responsible for payment of the possessory interest. Carrier agrees to provide to Port all information requested by Port for tax purposes, including but not limited to the information described in California Revenue and Taxation Code Section 480.5.

Section 7.02 Books and Records

Carrier shall keep full and accurate books, records and accounts relating to all its operations upon the Facilities, including without limitation, the tonnage of revenue cargo handled, vessel occupancy of the berths and containers handled. Port shall have the right and privilege through its representatives and at all reasonable times to inspect such books, records and accounts. If such books, records and accounts are not kept and maintained within a 25-mile radius of the City and County of San Francisco, Carrier shall make such books, records and accounts available for inspection within said 25-mile radius.

Section 7.03 Nondiscrimination

In the performance of this Agreement, Carrier covenants and agrees not to discriminate on the basis of the fact or perception of a person's race, color, creed, religion, national origin, ancestry, age, sex, sexual orientation, gender identity, domestic partner status, marital status, disability or Acquired Immune Deficiency Syndrome or HIV status (AIDS/HIV status) against any employee of, any City employee working with, or applicant for employment with Carrier, in any of Carrier's operations within the United States, or against any person seeking accommodations, advantages, facilities, privileges, services, or membership in all business, social, or other establishments or organizations operated by Carrier. The provisions of Chapter 12C of the San Francisco Administrative Code, relating to nondiscrimination by parties contracting with the City and County of San Francisco, are incorporated herein by this reference and made a part hereof as though fully set forth herein. Carrier agrees to comply with all provisions of Chapter 12C of the San Francisco Administrative Code which apply to Carrier's use of the Facilities pursuant to this Agreement.

Section 7.04 Hazardous Materials, Etc.

In addition to provisions in the Tariff governing discharge of oil upon navigable waters (Item 113) and explosives and other hazardous and dangerous cargo (Item 117), Carrier will comply with the labeling, packaging, storage and documentation requirements for hazardous materials contained in Title 49, Code of Federal Regulations Parts 100-195, United States Department of Transportation Regulations and the marine pollution regulations contained in Title

33, Code of Federal Regulations Parts 151-157, Navigation and Navigable Waters. The references to certain laws and regulations set forth above shall apply to any modification, re-issues or amendments to said laws or regulations. In addition, Carrier will report immediately all accidents involving spills of corrosives, explosives or other flammable or dangerous cargoes to the appropriate federal, state, local and Port authorities. As used in this Agreement, .hazardous materials" shall mean any substance, waste or material which has been determined by any state, federal or local government authority to be a hazardous or toxic substance or material including without limitation, any hazardous substance as defined in Section 101 (14) of CERCLA (42 USC Section 9601 (14)) or Section 25281 or 25316 of the California Health and Safety Code, and any hazardous material as defined in Section 25501 of the California Health and Safety Code, and any additional substances or materials which at such time are classified or considered to be hazardous or toxic under any federal, state or local law, regulation or other exercise of governmental authority. If the presence of any hazardous material on the Facilities caused or permitted by Carrier results in any contamination of the Facilities, Carrier, at its sole expense, shall promptly take all action that is necessary to return the Facilities to the condition existing prior to the introduction of such hazardous material onto the Facilities; provided that Port approval of such actions shall first be obtained, which approval shall not unreasonably withheld as long as such actions could not potentially have any material adverse effect upon the Facilities. Carrier's obligations hereunder shall survive the termination of this Agreement.

Section 7.05 Exculpation and Indemnity

(a) Exculpation. Carrier, as a material part of the consideration to be rendered to Port, hereby waives any and all claims against the City and Port, and their officers, agents and employees, and agrees to hold Port and City and their officers, agents and employees harmless from any claims for damages to goods, wares, goodwill, merchandise, equipment or business opportunities and by persons in, upon or about said Facility for any cause arising at any time, including all claims arising from the joint or concurrent negligence of Port or City, or their officers, agents, or employees, but excluding any intentionally harmful acts committed solely by Port or City.

(b) General Indemnity. Carrier agrees to indemnify, hold harmless and defend, the City and Port and their officers, agents and employees, against any and all claims, judgments, losses, costs, damages, penalties, fines or liabilities of whatever kind (collectively "Claims") arising in any manner out of any injury to or death of any person or damage to or destruction of any property occurring in, on, under or about the Facilities, or any part thereof, whether to the person or property of Carrier, its employees, agents, consultants, contractors, or subcontractors (collectively "Agents"), or third persons, resulting from any use or activity of Carrier or its Agents under this Agreement, (ii) any failure by Carrier to faithfully observe or perform any of the terms, covenants or conditions of this Agreement, or (iii) the use of the Facilities or any activities conducted thereon under this Agreement by Carrier or its Agents; except only to the extent of Claims resulting directly from the negligence or willful misconduct of the City or Port or either's authorized representative.

(c) Toxics Indemnity. Carrier agrees to indemnify, hold harmless and defend the City and Port and their officers, agents and employees, from and against any and all claims, demands, actions, causes of actions or suit (actual or threatened), losses, costs, expenses, obligations,

liabilities, or damages, including interest, penalties, diminution in value of the facilities, engineering consultant and attorneys fees of every kind, nature and description, (collectively "Toxics Claims") resulting from any Release of a Hazardous Material caused by or allowed by Carrier or its agents whether or not the Hazardous Materials at the Facilities were present prior to execution of this Agreement; (ii) any requirement of a regulatory agency for investigation or remediation of any Hazardous Materials at the Facilities arising out of or in connection with the activities under this Agreement; or (iii) any breach of or failure to duly perform or observe any term, covenant or agreement in this Agreement to be performed or observed by Carrier, including but not limited to, any violation of any Environmental Law; except only to the extent of Toxic Claims resulting directly from the negligence or willful misconduct of City or Port or either.s authorized representative. "Environmental Laws" means present or future any federal, state or local laws, ordinances, regulations or policies relating to Hazardous Material (including, without limitation, their use, handling, transportation, production, disposal, discharge or storage) or to health and safety, industrial hygiene or environmental conditions in, on, under or about the Permit Area, including, without limitation, soil, air, bay water and groundwater conditions.

(d) Miscellaneous Provisions:

(1) The indemnity obligations in paragraph 7.05 (b) and (c) shall include reasonable attorneys' fees, investigation costs and all other reasonable costs and expenses incurred by the indemnified party from the first notice that any Claim or Toxics Claim is or may be made. The provisions of this paragraph shall survive termination of this Agreement.

(2) Parties agree that subject to the approval of the Board of Supervisors of an indemnity by Port and City in favor of Carrier, the parties will enter into an amendment to this Agreement substantially in the form of Exhibit A attached hereto. If the indemnity is not approved by the Board of Supervisors, then Carrier will have the right to terminate this Agreement upon thirty (30) days prior written notice to Port, to be delivered to Port no later than ten days after the action by the Board of Supervisors disapproving the indemnity.

(3) In addition to Carrier's obligation to indemnify and hold harmless the City and Port, Carrier specifically acknowledges and agrees that it has an immediate and independent obligation to defend the City and Port from any Claim or Toxics Claim which actually or potentially falls within the indemnification provisions of paragraph 7(b) or 7(c), even if the allegations are or may be groundless, false or fraudulent. Carrier's obligations to defend shall arise at the time such Claim or Toxics Claim is tendered to Permittee by City or Port and shall continue at all times thereafter.

Section 7.06 Compliance with Laws.

Carrier, at Carrier's expense, shall comply with all laws, ordinances, judicial decisions, orders and regulations of federal, state, county and municipal governments and the departments, courts, commissions, boards and officers thereof pertaining to Carrier's use of the Facilities in effect either at the Commencement Date or at any time during the term.

Section 7.07 Notices

Any notice, demand or request provided for or permitted to be given pursuant to this Agreement must be in writing and shall be given or served by personal delivery or sent prepaid by either: (a) first-class mail; (b) certified mail with return receipt requested; or (c) overnight

delivery service.

Notices shall be addressed as follows:

To Port: Executive Director
Port of San Francisco
Ferry Building, Suite 3100
San Francisco, CA 94111

To Carrier: Columbus Line USA, Inc.
Plaza Two – Harborside Financial Center
Jersey City, NJ 07311
Attn: Rudolph Ramm

Section 7.08 Waiver.

No waiver by either party at any time of any of the terms, conditions, covenants or provisions of this Agreement shall be deemed or taken as a waiver at any time thereafter of the same or any other term, condition, covenant or provisions herein contained nor of the strict and prompt performance thereof by the party obligated to perform.

Section 7.09 Applicable Law

This Agreement shall be governed by the laws of the State of California.

Section 7.10 Severability

Should any of the covenants, terms, conditions or provisions set forth in this Agreement be held by a court of competent jurisdiction to be illegal or in conflict with any applicable law, the validity of the remaining portions or provisions shall not be affected thereby.

Section 7.11 Amendments

Neither this Agreement nor any of the terms or conditions hereof may be amended, modified or waived, except by an instrument in writing signed by both Carrier and Port and approved by the Federal Maritime Commission if said approval is required.

Section 7.12 Assignment

Carrier may not assign, convey, encumber, or otherwise transfer (collectively

"Transfer") this Agreement without the prior written consent of Port, not to be unreasonably withheld. Notwithstanding the foregoing, the term "Transfer" shall not include any partnership, corporation or other entity which controls, is controlled by, or is under common control with Carrier or Carrier's parent (control being defined for such purposes as ownership of at least 50% of the equity interests in, or the power to direct the management of, the relevant entity) or to any partnership, corporation or other entity resulting from a merger or consolidation with Carrier or Carrier's parent, or to any person or entity which acquires substantially all the assets of Carrier as a going concern (collectively, an "Affiliate"), provided that (i) Port receives prior written notice of an assignment, (ii) the Affiliate has proven experience in the operation of the uses contemplated by this Agreement, (iii) the Affiliate remains an Affiliate for the duration of the balance of the term in the event of an assignment, (iv) the Affiliate assumes (in the event of an assignment) in writing all of Carrier's obligations under this Agreement, and (v) Port receives a fully executed copy of an assignment agreement between Carrier and the Affiliate.

Section 7.13 Successors

Subject to the provisions of Section 7.12 above, this Agreement shall be binding upon and shall inure to the benefit of the successors and assigns of the Port and Carrier.

Section 7.14 MacBride Principles-Northern Ireland.

The City and County of San Francisco urges companies doing business in Northern Ireland to move towards resolving employment inequities, and encourages such companies to abide by the MacBride Principles. The City and County of San Francisco urges San Francisco companies to do business with corporations that abide by the MacBride Principles.

Section 7.15 Tropical Hardwood Ban.

The City and County of San Francisco urges Carrier not to import, purchase, obtain, or use for any purpose, any tropical hardwood or tropical hardwood product.

Section 7.16 Tobacco Products Advertising Ban. Carrier acknowledges and agrees that no advertising of cigarettes or tobacco products is allowed on any real property owned by or under the control of the City. This prohibition includes the placement of the name of a company producing, selling or distributing cigarettes or tobacco products or the name of any cigarette or tobacco product in any promotion of any event or product. This prohibition does not apply to any advertisement sponsored by a state, local or non-profit entity designed to communicate the health hazards of cigarettes and tobacco products or to encourage people not to smoke or to stop smoking.

//

IN WITNESS WHEREOF, the parties hereto have entered into this Agreement as of the day and year first written above.

PORT

CITY AND COUNTY OF SAN FRANCISCO,
a municipal corporation, acting
by and through the SAN FRANCISCO
PORT COMMISSION

By:_____
Name: Douglas Wong
Title: Executive Director

Date Executed:_____

CARRIER:

Columbus Line USA Inc. a Delaware Corporation as Agents for South Seas Steamship Line

by:
Name:
Title:

Date Executed

APPROVED AS TO FORM:

LOUISE H. RENNE
City Attorney

By:_____
Deputy City Attorney

I have read and understood paragraph 7.14 the City's statement urging companies doing business in Northern Ireland to more towards resolving employment inequities, encouraging compliance with the MacBride Principles, and urging San Francisco companies to do business with corporations that abide by the MacBride Principles.

PORT COMMISSION RESOLUTION

No._____

By:_____
Secretary
PORT COMMISSION

FMC No._____

EXHIBIT A

FIRST AMENDMENT TO MARINE TERMINAL AGREEMENT

This First Amendment to the non-exclusive Marine Terminal Agreement (the "First Amendment") is entered into as of this _____ day of _____, 1998 by and between the City and County of San Francisco, a municipal corporation ("City"), acting by and through the San Francisco Port Commission ("Port") and Columbus Line (USA) Inc., a Delaware Corporation ("Carrier"), as agents for South Seas Steamship Line.

WITNESSETH

WHEREAS, Port and Carrier have previously entered into a Marine Terminal Agreement (the "Agreement") dated _____; and

WHEREAS, the parties desire to amend the Agreement to include an indemnity from Port and City in favor of carrier as approved by the Board of Supervisors Resolution _____.

NOW, THEREFORE, in consideration of the mutual covenants, conditions and terms set forth herein, Port and Carrier agree as follows:

1. Indemnity

Section 7.05 of the Agreement, entitled "Exculpation and Indemnity", is amended to add the following clause:

"Port and City agree to indemnify, defend and hold Carrier, its vessels, owners or agents harmless from and against any and all losses, expenses, claims, actions or liabilities to the extent the same is caused by the negligence or willful misconduct of Port or City".

IN WITNESS WHEREOF, the parties hereto have entered into this First Amendment as of the day and year first written above.

PORT	CARRIER
CITY AND COUNTY OF SAN FRANCISCO, A municipal corporation, acting by and through the SAN FRANCISCO PORT COMMISSION	Columbus Line USA Inc, a Delaware Corporation as Agents for South Seas Steamship Line
By: _____ Name: DOUGLAS WONG Title: Executive Director	By: _____ Name: Title:
Date Executed: _____	Date Executed: _____

APPROVED AS TO FORM:

LOUISE H. RENNE
City Attorney

BY: _____
Deputy City Attorney

FMC No. _____

FIRST AMENDMENT TO MARINE TERMINAL AGREEMENT

This First Amendment to the non-exclusive Marine Terminal Agreement (the "First Amendment") is entered into as of this first day of October, 1998 by and between the City and County of San Francisco, a municipal corporation ("City"), acting by and through the San Francisco Port Commission ("Port") and Columbus Line (USA) Inc., a Delaware Corporation ("Carrier").

WITNESSETH

WHEREAS, Port and Carrier have previously entered into a Marine Terminal Agreement (the "Agreement") dated September 24, 1996 where the wharfage rate for volumes over 5,999 units are rated at $35.00 per unit; and

WHEREAS, Columbus Line has two other Marine Terminal Agreements with the Port of San Francisco where the wharfage rate for volumes over 5,999 units are rated at $30.00 per unit; and

WHEREAS, The Port of San Francisco has agreed to pool the total annual volumes of Columbus Lines for all services for wharfage rating purposes, we are amending this agreement to reflect the current wharfage rates on their other contracts.

NOW, THEREFORE, in consideration of the mutual covenants, conditions and terms set forth herein, Port and Carrier agree as follows:

1. Fees For Use-
Section 4.02 of the Agreement is hereby amended to add the following language:

b. wharfage for the 6000 unit and up will be changed to $30.00 per unit.

c. For the purpose of determining the wharfage due by Columbus Line to the Port, all Columbus Line units either discharged or loaded at Pier 80 for all services covered under the three separate marine terminal agreements as listed below ("Columbus Line Agreements") will be counted towards the annual volume requirement. Once the total annual combined volume under the Columbus Line Agreements reaches the 6,000 unit level in any given Contract Year, all further units during that Contract Year will be rated at $30.00 per unit. For the purpose of this section a "Contract Year" shall commence on each October 1, and shall end on September 30 of the following year. Units discharged or loaded during any Contract Year shall not be carried over into subsequent Contract Years for purposes of determining wharfage. The first Contract Year of this amendment shall be from October 1, 1998 to September 30, 1999.

The Columbus Line Agreements referenced are the following:

Columbus Line/Serpac Service dated September 24, 1996

Columbus Line Australia/New Zealand Service dated June 23, 1998
Columbus Line/South Seas Steamship Line dated October 1, 1998

2) Remainder Unchanged. Except as otherwise set forth herein, the agreement remains in full force, in effect and unchanged.

IN WITNESS WHEREOF, the parties hereto have entered into this First Amendment as of the day and year first written above.

PORT	CARRIER
CITY AND COUNTY OF SAN FRANCISCO, A municipal corporation, acting by and through the SAN FRANCISCO PORT COMMISSION	Columbus Line USA Inc, a Delaware Corporation
By: _____ Name: DOUGLAS WONG Title: Executive Director	By: _____ Name: Title:

APPROVED AS TO FORM:

LOUISE H. RENNE
City Attorney

BY: _____
Deputy City Attorney

FMC No. _____

SECOND AMENDMENT TO MARINE TERMINAL AGREEMENT

This Second Amendment to the non-exclusive Marine Terminal Agreement is entered into as of this first day of October, 1998 by and between the City and County of San Francisco, a municipal corporation ("City"), acting by and through the San Francisco Port Commission ("Port") and Columbus Line (USA) Inc., a Delaware Corporation ("Carrier").

WITNESSETH

WHEREAS, Port and Carrier have previously entered into a Marine Terminal Agreement (the "Agreement") dated June 23, 1998 where the wharfage rate for volumes over 5,999 units are rated at $30.00 per unit; and

WHEREAS, Columbus Line has two other Marine Terminal Agreements with the Port of San Francisco where the wharfage rate for volumes over 5,999 units are rated at $30.00 per unit; and

WHEREAS, The Port of San Francisco has agreed to pool the total annual volumes of Columbus Lines for all three services for wharfage rating purposes, and the parties desire to amend the Agreement to reflect the consideration of all Columbus Line volumes.

NOW, THEREFORE, in consideration of the mutual covenants, conditions and terms set forth herein, Port and Carrier agree as follows:

1. Fees For Use-

Section 4.02 of the Agreement is hereby amended to add the following language:

c. For the purpose of determining the wharfage due by Columbus Line to the Port, all Columbus Line units either discharged or loaded at Pier 80 for all services covered under the three separate marine terminal agreements as listed below ("Columbus Line Agreements") will be counted towards the annual volume requirement. Once the total annual combined volume under the Columbus Line Agreements reaches the 6,000 unit level in any given Contract Year, all further units during that Contract Year will be rated at $30.00 per unit. For the purpose of this section a "Contract Year" shall commence on each October 1, and shall end on September 30 of the following year. Units discharged or loaded during any Contract Year shall not be carried over into subsequent Contract Years for purposes of determining wharfage. The first Contract Year of this amendment shall be from October 1, 1998 to September 30, 1999.

The Columbus Line Agreements referenced are the following:

Columbus Line/Serpac Service dated September 24, 1996
Columbus Line Australia/New Zealand Service dated June 23, 1998
Columbus Line/South Seas Steamship Line dated October 1, 1998

2) Remainder Unchanged. Except as otherwise set forth herein, the agreement remains in full force, in effect and unchanged.

IN WITNESS WHEREOF, the parties hereto have entered into this First Amendment as of the day and year first written above.

PORT	CARRIER
CITY AND COUNTY OF SAN FRANCISCO, A municipal corporation, acting by and through the SAN FRANCISCO PORT COMMISSION	Columbus Line USA Inc, a Delaware Corporation
By: _____ Name: DOUGLAS WONG Title: Executive Director	By: _____ Name: Title:

APPROVED AS TO FORM:

LOUISE H. RENNE
City Attorney

BY: _____
Deputy City Attorney

PORT OF SAN FRANCISCO

Ferry Building
San Francisco, CA 94111
Telephone 415 274 0400
Fax 415 274 0528
www.sfport.com

MEMORANDUM

September 16, 1998

TO: MEMBERS, PORT COMMISSION
Hon. Denise McCarthy, President
Hon. Kimberly Brandon, Vice President
Hon. Michael Hardeman

FROM: Douglas F. Wong
Executive Director

SUBJECT: Adoption of CEQA findings, including mitigation measures and a mitigation monitoring program for Mission Bay (Resolution No. 98-86)

Adoption of Approvals related to Mission Bay North and Mission Bay South Redevelopment Area and Western Pacific Property (Resolution Nos. 98-87 through 98-97)

DIRECTOR'S RECOMMENDATION: APPROVE RESOLUTIONS

Attached to this Memorandum are twelve resolutions which will be presented for your consideration at the September 22, 1998, Port Commission meeting. These resolutions amend the various land transfer agreements between the City, Port and Catellus Development Corporation, as well as take other actions which are necessary to effectuate the Mission Bay Redevelopment Plans for the Mission Bay North Redevelopment Area and Mission Bay South Redevelopment Area. The Commission has also been provided with an update of the Summary of the Transaction previously sent in preparation for the September 8, 1998, meeting. Set forth below is a brief summary of the enclosed resolutions. Full copies of all of the documents are on file with the Port Commission Secretary for your review.

Resolution No. 98-86 (CEQA Findings)

The purpose of Resolution No. 98-86 is for the Port Commission to make certain findings under the California Environmental Quality Act ("CEQA") relating to the actions taken under Resolution Nos. 98-87 through 98-97. You have been provided with a copy of the Final Subsequent Environmental Impact Report ("SEIR") for Mission Bay prepared by the San Francisco Redevelopment Agency ("Agency") and the San

Francisco Planning Department. The Final SEIR thoroughly analyzes the potentially significant environmental impacts of the proposed development of both the North and the South Plan Areas. The Agency and Planning Department have circulated the draft SEIR for public comment, held a public hearing on the draft and have prepared responses to all of the public comments that were received either at the public hearing or in writing during the public comment period. On September 17, 1998, the Redevelopment Agency and City Planning Commissions jointly considered and certified the Final SEIR in accordance with CEQA. The Redevelopment Agency, the Board of Supervisors and all City agencies acting on elements of the project are required to take the Final SEIR into consideration and adopt specific findings and a mitigation monitoring plan before granting any approval required for the project.

Resolution No. 98-87 (Endorsement of North Redevelopment Plan)
Resolution No. 98-88 (Endorsement of South Redevelopment Plan)

Resolution No. 98-87 requests the Port Commission's endorsement of the Mission Bay North Redevelopment Plan. The North Redevelopment Plan consists of a proposed plan for the redevelopment of about 65 acres of land generally bounded by the north embankment of the China Basin Channel and Townsend, Third and Seventh Streets (the "North Plan Area"). The North Plan Area is a mixed use development consisting primarily of residential uses and retail, commercial and entertainment uses, with a significant public open space component. However, the only Port property affected by the North Plan includes water areas of China Basin Channel. Further details of the North Plan are set forth in the Summary of the Transaction sent to you under separate cover.

Resolution No. 98-88 requests the Port Commission's endorsement of the Mission Bay South Redevelopment Plan. Mission Bay South consists of a proposed plan for the redevelopment of about 238 acres of land generally bounded by the south embankment of the China Basin Channel and Seventh Street, Interstate 280, Mariposa Street, Terry Francois Boulevard and Third Street (the "South Plan Area"). The South Plan Area envisions a mixed use development consisting primarily of residential, commercial, industrial and retail uses, with a significant public open space component, and educational and community facilities. Most of the open space areas and some street areas within the South Plan Area are located within Port jurisdiction. Further details of the South Plan are set forth in the Summary of the Transaction sent to you under separate cover.

Resolution No. 98-89 (Waterfront Plan Amendments)

The Waterfront Land Use Plan was developed and approved by the Port Commission in 1997 while the City and Catellus were defining the Mission Bay Redevelopment Plans. As a result, neither the land use policies nor design policies and criteria in the Waterfront Design & Access element of the Waterfront Plan reflect the current Mission Bay plans or development program. Accordingly, amendments to the Waterfront Plan, including the Design & Access element are proposed primarily to address the following changes:

- Revise references to Mission Bay by identifying the Mission Bay Redevelopment Plans or Mission Bay Guidelines instead of "Mission Bay Development Agreement" and other references to documents produced as a result of the Mission Bay Plan approved by the City in 1991.

- Revise all maps and various graphics which depict the 1991 Mission Bay Plan parcels and street grid to reflect the new boundaries and street grid pursuant to the Redevelopment Plans and implementing documents. The map and graphics revisions are described in the proposed amendments and will be produced following approval thereof.

- Delete references to Mission Bay wetlands, which was previously included in the 1991 Mission Bay Plan, and include revisions to indicate that Seawall Lot 337 is no longer included in the Mission Bay Redevelopment Plan areas.

- Revise maps and policy language in the Waterfront Land Use Plan and Design & Access element to reflect the westward relocation of Terry Francois Boulevard to create the Mission Bay Bayfront Park, and development of open space on Port property adjacent to, but outside of the Mission Bay Project Area, with provisions for boat trailer parking for Pier 52 public boat launch and a 7,500 sq. ft. Port commercial development site on Seawall lot 340 (Mission Bay Redevelopment Plan Parcel P22).

- Updated explanations regarding Port land transfers involved in the Mission Bay South Redevelopment Plan.

- Design criteria revisions in the Design & Access element to reflect the relocation of Terry Francois Boulevard, and additional criteria to ensure that Port improvements complement Mission Bay development, while meeting other view and urban design objectives.

Resolution 98-90 (Amended City Land Transfer Agreement)

The Port is being asked to approve the Amended City Land Transfer Agreement ("CLTA") for a limited purpose. The CLTA deals primarily with the conveyance by the City of approximately 22 acres of City-owned property primarily located outside of the Port's jurisdiction to Catellus for development purposes. In exchange, Catellus would convey to the City (or cause to be transferred through the Port to the City) certain land for street and open space purposes, some of which will be located within Port jurisdiction. Under the North and South Owner Participation Agreements ("OPAs") between Catellus and the Redevelopment Agency, Catellus would be responsible for constructing all required street and open space improvements on the lands conveyed, including any remediation of hazardous materials required for such uses. With certain limited

exceptions, Catellus must obtain final site clearance from the Regional Water Quality Control Board before the exchange of parcels closes.

Under the CLTA, the Port agrees to lease back to Catellus approximately 3.18 acres of property that is conveyed by Catellus and to be developed as public open space or streets until such time as it is needed for development of open space and streets pursuant to the OPAs. The lease-back is intended, in part, to compensate Catellus for the greater acreage it is conveying to the City, as well as to facilitate economically productive interim uses of the property until Catellus is ready to develop, and to relieve the City of the costs and liabilities associated with managing the property during such period. The lease-back agreement provides that the Port would share in revenues allocable to the lease-back parcels after five years. With certain exceptions, the City, including the Port, has the right to terminate the Catellus Lease upon 18 months notice as to any parcel that is then needed for conversion to a long-term public trust use.

Under the Amended CLTA the land is being transferred by the City and Port in its "as is" condition, although Catellus is obligated to obtain final site clearance (with limited exceptions) for those parcels being conveyed to the City. The City and Catellus will release each other from all claims relating to hazardous materials, subject to certain exceptions.

Resolution No. 98-91 (Amended Port Land Transfer Agreement

1. Purpose. The purpose of the Port Land Transfer Agreement ("PLTA") is to establish the terms and conditions under which the Port will transfer approximately 25 acres of Port property in the South Plan Area (as shown on Exhibit K-1 to the Amended PLTA) to Catellus or the City for development purposes, consistent with the South Redevelopment Plan. Approximately 7 of those 25 acres (the "Port Leasehold Parcels", as shown on Exhibit S-1 to the Amended PLTA) will be designated as public open space under the South Redevelopment Plan, and Catellus may elect to exclude those 7 acres from the transferred property; however, Catellus will still be obligated to remediate the property and build the open space improvements in accordance with the South OPA, and the Port would be obligated to lease such property to the Agency.

In exchange for the Port property, Catellus will convey to the Port Catellus' interest in approximately 27 acres of property known as the Western Pacific property, located outside of the North and South Plan Areas adjacent to Pier 80 and generally bounded by 25th, Cesar Chavez and Illinois Streets (the "Western Pacific Property"). The Western Pacific Property will be transferred to the Port free of the public trust, except that the trust will apply to a shoreline band having an average width of 125 feet and to an easement parcel consisting of approximately 7.7 acres of submerged lands located along the shoreline band, in the Bay. Based on an independent appraisal, the City's Director of Property, with the concurrence of the Port Director, determined that the value of Catellus'

interest in the Western Pacific Property to be transferred to the City, through its Port, is greater than the value of the property the Port will transfer under the Amended PLTA.

In addition, the Port would agree to lease to the Redevelopment Agency the open space to be developed on Port property, including the Bayfront Park and the Mission Creek South Park (other than the land that is subject to an existing lease between the Port and the Mission Creek Houseboat Association) in the South Plan Area. Catellus will be obligated to build the open space improvements in accordance with the South OPA. The Port reserves the right to construct the boat launch parking lot adjacent to Pier 52, provided that it relocates the portion of the parking lot that lies within the proposed realignment of Terry Francois Boulevard when necessary. In addition, under the South Redevelopment Plan, the Port reserves the right to construct a commercial facility such as a restaurant within a portion of the proposed Bayfront Park adjacent to 16th Street.

2. Timing of the Transfer. Prior to closing of the land exchange, certain conditions precedent must be met. These include approval of the exchange by the State Lands Commission, and satisfaction of various title matters, including street vacations and lease terminations, so that each party will be able to use the property it is receiving for its intended use. With respect to the Port Leasehold Parcels, the Port agrees that it may not enter into new leases without Catellus' consent other than month-to-month tenancies with relocation assistance waivers.

3. Condition of Property/Environmental Investigation and Remediation. The environmental obligations of the parties as they affect Port property and the Western Pacific Property are set forth primarily in the PLTA, CLTA, and the Environmental Investigation and Remediation Program attached as Exhibit K to the South OPA. Except as otherwise set forth in the PLTA and associated documents, the Port Transfer Parcels and the Western Pacific Property will be delivered in an "as-is" condition. With certain limited exceptions Catellus must obtain Risk Management Plans (RMPs) and final site clearance for all of the Port Transfer Parcels and the additional Port property that will be developed for open space before the exchange of parcels closes. In addition, Catellus will be required to obtain RMPs for the proposed Bayfront Park located east of existing Terry Francois Boulevard ("Terry Francois Parcel") and the South of Channel Park Parcel from the Regional Water Quality Control Board prior to construction on those parcels. The Port agrees to obtain an RMP for the Western Pacific Property. Prior to the exchange (or in the case of the Port Leasehold Parcels, the lease to the Agency), the respective property owners are responsible to comply with any provisions of any RMPs with certain exceptions. In addition, although Catellus will obtain an RMP for the Terry Francois Parcel, the Port has the option of obtaining final site clearance, and is responsible for complying with RMP requirements pre-, during, and post-construction, except as necessitated solely by the construction of the open space and associated infrastructure.

With respect to hazardous materials claims brought by third parties or other regulatory agencies, and subject to certain exceptions, Catellus agrees to be responsible for investigation or remediation arising therefrom for the Port Transfer Parcels, and Port agrees to be responsible for investigation or remediation arising therefrom for the Western Pacific Property (not including the underwater lots). The parties also agree to release each other from claims arising from hazardous materials on the transfer parcels, with certain exceptions.

4. Waivers and Acknowledgments. The South Redevelopment Plan calls for residential and commercial uses to be developed in close proximity to the Port's existing facilities along Terry Francois Boulevard. In order to address the Port's concern that owners and users of the adjacent properties may attempt through legal action or other means to stop the continued operations or any proposed expansion of the Port facilities, Catellus has agreed to a system of acknowledgments, notices and waivers. In particular, Catellus acknowledges that the Port has certain Commercial/Recreation and Maritime/Industrial uses located within certain zones along Terry Francois, including Piers 48 and 50. Catellus waives its right to commence nuisance types of lawsuits or to challenge regulatory actions undertaken as a result of the Port's operations within these zones and certain expansions and modifications of these uses. In addition, a declaration will be recorded against all Catellus property east of Illinois Street which will set forth the uses and operations which exist on nearby Port property. All Transferees (as defined in the PLTA), with certain limited exceptions, will be required to acknowledge the contents of this declaration in writing. Transferees of substantial portions of the Mission Bay project east of Illinois Street must also agree in writing that the agreements of Catellus outlined above will apply to them as well.

5. Termination of Port Agreement to License and Option. The Amended PLTA terminates the existing Port Agreement to License and Option negotiated pursuant to the previous, now-terminated Mission Bay Development Agreement. In addition, the Port acknowledges that no additional fees (including any additional termination fees other than those already paid) are due under the terminated Wetlands License other than certain refunds of possessory interest taxes.

Resolution 98-92 (Agreement Concerning the Public Trust)

This resolution authorizes the Port to enter into the amended Agreement Concerning the Public Trust ("ACPT"), urges the Board of Supervisors to approve the ACPT, and makes certain findings required by law to exchange and terminate the public trust. The proposed amendments to the ACPT will implement special State legislation adopted in 1997 for Mission Bay (the "Act"). Under the proposed ACPT, the public trust and the Burton Act trust would be removed from certain property in the North and South Plan Areas and will be placed on other property in Mission Bay, together with certain use

restrictions contemplated by the Act. The trust imposed by the Act on Port property within the South Plan Area will restrict uses to public parks, open space, public access to and along the shoreline, rail within existing public roadways, and utility facilities that do not significantly impair the use of those lands for those uses. Other interim uses are permitted provided that the interim uses may be converted to the permitted uses under specified circumstances.

The amended ACPT will also remove public trust claims from the inland areas of the Western Pacific Property and confirm the public trust in an average 125' shoreline band and in the submerged portions of the Western Pacific Property in the Bay.

In accordance with the Mission Bay legislation, the Amended ACPT provides for two types of transactions: (1) the exchange of public trust interests over property in the North and South Plan Areas that is no longer useful for trust purposes for property of at least equal value that is useful for the public trust; and (2) pursuant to authority granted under the State Constitution, the termination of the public trust over certain street areas in consideration for the contribution by the City and Catellus of the site for the UCSF campus. Specifically, the Amended ACPT will remove the public trust and Burton Act trust from the City property, including the Port property, that would be conveyed to Catellus under the CLTA and the PLTA, and will render the entire Western Pacific Property (except for the shoreline band and underwater lots) free of any public trust or Burton Act trust claims. The public trust will be placed over a new network of streets and parks in the South Plan Area, oriented to the Bay, as well as on the shoreline band of the Western Pacific Property and the portions of the Western Pacific Property in the Bay. The Amended ACPT will also terminate the trust over the land to be contributed to UCSF under the UCSF Contribution Agreement. In addition to this approval by the Port, the Amended ACPT must be approved by the Board of Supervisors and the State Lands Commission.

Resolution No. 98-93 (UC Donation Agreement)

The Port Commission by Resolution Nos. 98-19 and 98-20 approved the termination of the public trust on, and the donation of, approximately 0.85 acres of Port property located along 6th Street at 16th and Minnesota Streets to The Regents of the University of California for expansion of the University of California at San Francisco facilities. Under the proposed Land Donation Agreement between the City and The Regents, the City would agree to contribute, at no cost to The Regents, an additional approximately 11.89 acres of City-owned property, consisting of former street areas and a portion of Sixth Street, which will be vacated. Although no additional Port property is affected by the City Donation Agreement, the proposed City Donation Agreement will supersede and replace the existing agreement between the City and The Regents regarding the donation of the 1.34 acres of City property described above (which includes the 0.85

acres of Port property), if the closing of the donation of block 24 to The Regents has not occurred by the time of the closing of the first of the two conveyances under the City Donation Agreement. Therefore, Port Commission approval is required for the City Donation Agreement to the extent it affects the Port property.

Resolution Nos. 98-94 and 98-95 (North and South Interagency Cooperation Agreements)

These Resolutions approve an Interagency Cooperation Agreement for the North and South Plan Areas (the "ICAs") between the City, including the Port, and the Redevelopment Agency, to facilitate implementation of each of the Redevelopment Plans. The proposed ICAs set forth a framework for cooperation between the City and the Redevelopment Agency in administering the process for control and approval of subdivisions and all other applicable land use, development, construction, improvement, infrastructure, occupancy and use requirements. The proposed ICAs also establishes and fixes the City regulations, policies and procedures governing such approvals within the Project Area, including the infrastructure requirements relating to the build-out of the project, subject to certain changes relating primarily to protection of physical health and safety, to adoption of applicable conflicting federal or state laws and to requirements under any subsequent environmental review required under CEQA.

Although the Port is not a party to the Owner Participation Agreements (OPA) between Catellus and the Redevelopment Agency, the Port/City agree in the ICA to be bound by the principles set forth in the OPAs. These principles include the obligations and standards set forth in the Environmental Investigation and Response program, attached as Exhibit K to the OPA (see page 21 of Summary), and the Infrastructure Plan, attached as Exhibit D to the OPAs.

The Infrastructure Plan, together with the regulations adopted under the Mission Bay Subdivision Ordinance, will establish the design and construction standards, performance criteria and specifications governing Catellus' responsibility for public infrastructure within each of the Plan Areas. Of particular interest to the Port, the Infrastructure Plan keeps open the Port's ability to construct (at no cost to Catellus) future rail access to Pier 48 and 50. In addition, the Infrastructure Plan provides for continued freight access to Pier 80, and states that alternative future rail access to Pier 80 may be provided from the south via a new Illinois Street Bridge over Islais Creek between Pier 80 and 90 (subject to compliance with CEQA or other federal or state environmental laws). Under the Infrastructure Plan, Catellus has an obligation to pay up to ½ of the cost of construction of the new Illinois Street Bridge, not to exceed two and a half million dollars, conditioned upon the City securing a funding commitment

for the balance of the cost within 5 years, the Port's agreement to abandon all rail lines within the South Plan Area upon completion of such work, and the City's use of good faith efforts to identify and obtain sources other than Catellus or to timely reimburse Catellus for its share of the cost of the Illinois Street Bridge. The Infrastructure Plan also sets forth certain sanitary sewer and storm drain requirements consistent with the South Plan requirements for Port property adjacent to the South Plan Area, including Seawall Lot 337 and Piers 48 and 50.

The proposed ICAs declare the City's intent to undertake and complete actions and proceedings necessary to be carried out by the City under the Mission Bay Redevelopment Plans and Plan documents. The Redevelopment Agency and the City will commit to process expeditiously applications for approval of development and will treat those applications as a priority project.

Under the ICAs, the Port agrees to delegate its building permit authority to the City's Department of Public Works for streets and open space on property within Port jurisdiction within the Redevelopment Plan Areas, subject to the Port's opportunity to review and comment. The Port retains approval rights over the design of open space within Port jurisdiction within the Redevelopment Plan Areas, to be consistent with the Redevelopment Plan and associated Plan documents. The Port also agrees to provide Catellus or its transferees with permits to enter Port property for purposes of investigation, remediation, and/or construction of infrastructure or open space pursuant to the Redevelopment Plans.

The ICA for the North Plan Area only involves the Port in a very limited role for proposed access-ways extending into and across China Basin Channel. The ICA for the South Plan Area covers all of the open space and street areas to be constructed within Port jurisdiction under the South Redevelopment Plan.

The ICAs for each Plan Area are scheduled for approval by the Board of Supervisors as well as a number of other City agencies, including the Planning Commission, Building Inspection Commission, Public Transportation Commission, the Public Utilities Commission, the Department of Public Health and the Department of Public Works. Catellus is a third party beneficiary of the Interagency Cooperation Agreement, but the agreement places limits on Catellus' remedies.

The Interagency Cooperation Agreements require Board of Supervisors approval, by resolution, of any amendments to the Infrastructure Plan or the Environmental Investigation and Remediation Program that may be proposed in the future if those amendments would materially alter the obligations of any City agency or the principal benefits to the City.

Resolution No. 98-96 (Street Vacations)

The Port Commission is being asked in this Resolution to approve the vacation of certain Burton Act streets located within and outside of the Port's jurisdiction line. As a condition to the closing of the Land Transfer Agreements, certain existing and paper street areas need to be vacated to allow the City, including the Port, to convey such land to Catellus for development purposes. Under the proposed street vacation ordinance, existing functioning utilities will be allowed to remain in place until such time as development will occur on the parcel or substitute service is provided. Utilities will then need to be removed or relocated in the new street areas to be constructed by Catellus in accordance with the Infrastructure Plan and Subdivision Ordinance and regulations (as referenced in the OPAs). The City will not be responsible for any of the costs of removing or relocating utilities, provided that Catellus may be reimbursed out of tax increment for costs it may incur in relocating or removing utilities. The vacation of certain of the street areas will be subject to conditions, including the grant of rights of private access by Catellus to the City and by the City to Catellus. Access rights include required emergency vehicle access, interim access by Caltrans, interim access by the Department of Public Works to the existing pump station north of the Channel, and interim access rights for the houseboat tenants of the Port and for Catellus' tenants off of 6th Street and east of Third Street. Portions of Mission Rock Street and Terry Francois Boulevard and certain existing public streets, such as Fourth Street, will not be vacated until Catellus is ready to proceed with development of such property.

Resolution No. 98-97 (Interdepartmental Jurisdictional Transfer)

The purpose of this Resolution is to approve the transfer of a parcel of Port property to the Director of Administrative Services, for use under the South Redevelopment Plan as a police/fire station. The Port currently owns an approximately 1.27 acre parcel located at Illinois Street and Mission Rock Street, including part of Fourth Street (the "Property"). The Property is designated under the South Redevelopment Plan for police and fire station facilities. Under the Amended PLTA, the Port Commission agrees to take all actions necessary to relinquish the Port's jurisdiction over the Property to the City's Real Estate Department, subject to entering into a Memorandum of Understanding between the Port and the City's Real Estate Department allowing the Port to continue to manage and retain revenues from the Property until it is needed for construction of the City facilities. In connection with the closing of the transfers of land under the Land Transfer Agreements, the Burton Act trust and the public trust will be removed from the Property.

Prepared by: Neil H. Sekhri
Assistant Port General Counsel

[Mission Bay - CEQA Findings]

PORT COMMISSION
CITY & COUNTY OF SAN FRANCISCO

RESOLUTION NO. 98-86

WHEREAS, The proposed Mission Bay North and South Redevelopment Areas are generally bounded by Townsend Street, Seventh Street and Interstate 280, Mariposa Street, Terry A. Francois Boulevard and Third Street ("Plan Areas"); and

WHEREAS, The Plan Areas comprise approximately 303 acres of an underutilized and underdeveloped industrial area characterized by deteriorated, obsolete or dysfunctional buildings and a lack of infrastructure in the Mission Bay South Project Area; and

WHEREAS, The Planning Department ("Department") and the Redevelopment Agency ("Agency") have undertaken a planning and environmental review process for the proposed Plan Areas and other uses in the Plan Areas and provided for appropriate public hearings before the Planning Commission and the Redevelopment Agency Commission; and

WHEREAS, The actions listed in Attachment A hereto (the "Actions") are part of a series of considerations in connection with adoption of the Redevelopment Plans (the "Project"), as more particularly defined in Attachment A hereto; and

WHEREAS, On April 11, 1998, the Department and the Agency released for public review and comment the Draft Subsequent Environmental Impact Report for the Project; and

WHEREAS, The Planning Commission and the Redevelopment Agency Commission held a joint public hearing on the Draft Environmental Impact Report on May 12, 1998 and further written public comments were received until 5:00 p.m. on June 9, 1998; and

WHEREAS, A Final Subsequent Environmental Impact Report ("FSEIR") for the Project has been prepared by the Department and Agency consisting of the Draft Environmental Impact Report, the comments received during the review period, any additional information that became available and the Draft Summary of Comments and Responses, all as required by law; and

WHEREAS, The FSEIR files and other Project-related Department and Agency files have been available for review by this Port Commission and the public, and those files are part of the record before this Port Commission; and

WHEREAS, On September 17, 1998, the Planning Commission and the Redevelopment Agency Commission reviewed and considered the FSEIR and, by Motion No. _____ and Resolution No.182-98, respectively, found that the contents of said report and the procedures through which the FSEIR was prepared, publicized and reviewed complied with the provisions of the California Environmental Quality Act ("CEQA") and the CEQA Guidelines and Chapter 31 of the San Francisco Administrative Code; and

WHEREAS, By Motion No. _____ and Resolution No. 182-98, the Planning Commission and the Redevelopment Agency Commission, respectively, found that the Final Environmental Impact Report was adequate, accurate and objective, reflected the independent judgment and analysis of each Commission and that the summary of Comments and Responses contained no significant revisions to the draft Subsequent Environmental Impact Report, adopted findings of significant impacts associated with the Project and certified the completion of the Final Subsequent Environmental Impact Report for the Project in compliance with CEQA and the CEQA Guidelines; and

WHEREAS, The Department and Agency have prepared proposed Findings for review by the Port Commission, as required by CEQA, regarding the alternatives and variants, mitigation measures and significant environmental impacts analyzed in the FSEIR, overriding considerations for approving the Project including all of the actions listed in Attachment A hereto, and a proposed mitigation monitoring program, which material was made available to the public and this Port Commission for the Port Commission's review, consideration and actions; now, therefore, be it

RESOLVED, That the Port Commission has reviewed and considered Planning Commission Motion No. _____ certifying the FSEIR and finding the FSEIR adequate, accurate and objective, and reflecting the independent judgment and analysis of the Planning Commission; and be it further

RESOLVED, That the Port Commission has reviewed and considered the FSEIR, and hereby adopts the Project Findings attached hereto as Attachment A, including its Exhibits 1 and 2, and incorporates the same herein by this reference.

I hereby certify that the foregoing resolution was adopted by the San Francisco Port Commission at its meeting of September 22, 1998.

_____
Secretary

I:\Resolution CEQA2.doc

ATTACHMENT A

MISSION BAY CEQA FINDINGS

SAN FRANCISCO PORT COMMISSION

I. INTRODUCTION

The following findings are hereby adopted by the San Francisco Port Commission ("Port Commission") with respect to the Mission Bay Final Subsequent Environmental Impact Report ("FSEIR"), pursuant to the requirements of the California Environmental Quality Act, California Public Resources Sections 21000 et seq. ("CEQA"), the Guidelines for Implementation of CEQA, 15 California Code of Regulations Sections 15000 et seq., (the "CEQA Guidelines") and Chapter 31 of the San Francisco Administrative Code.

The Project is described in Article II, below. The actions to be taken by the Port Commission in connection with the Project ("Actions") are described in Article III, below.

Article IV of this document sets forth the basis for approval of the Project, and the economic, legal, technological, social and other considerations which support the rejection of the elements of the Alternatives and Variants analyzed in the FSEIR which were not incorporated into the Project.

Article V sets forth findings as to the disposition of each of the mitigation measures proposed in the FSEIR. These findings basically fall into three categories: (1) measures recommended for adoption by the Port Commission exactly as proposed in the FSEIR and which can be implemented by City Agencies; (2) measures proposed in the FSEIR and recommended by the Port Commission for modification or rejection and which can be implemented by City Agencies; and (3) measures proposed in the FSEIR and recommended by the Port Commission for adoption or rejection and which are enforceable by agencies other than City agencies. Where measures are modified, the modified language is indicated in the text. Exhibit 1, attached to these findings, contains the Mitigation Monitoring and Reporting Program. The full text of the mitigation measures as proposed in the FSEIR is set forth in Exhibit 2, attached hereto.

Article VI identifies the unavoidable, significant adverse environmental impacts of the Project which have not been mitigated to a level of insignificance by the adoption of mitigation measures as provided in Article V, above.

Article VII contains a Statement of Overriding Considerations, setting forth specific reasons in support of the Port Commission's Actions and its rejection of elements of the Mitigation Measures, Alternatives and Variants not incorporated in the Project.

II. PROJECT DESCRIPTION

A. Project Approvals

The Project requires a series of approvals that define the terms under which the Project will occur. It includes the following major permits and approvals and related and collateral actions: (1) Mission Bay North and Mission Bay South Redevelopment Plans and related Interagency Cooperation Agreements; (2) Mission Bay North and Mission Bay South Design for Development Documents; (3) Amendments to the General Plan of the City and County of San Francisco, including rescission of the Mission Bay Plan and adoption of the Mission Bay Plan as Planning Commission Guidelines applicable to property outside the Plan Areas; (4) Amendments to the Zoning Map of the City and County of San Francisco; (5) Amendments to Article 9 of the Planning Code of the City and County of San Francisco; (6) General Plan and Planning Code Section 101.1 Consistency Determinations; (7) Amendments to the Waterfront Land Use Plan; (8) Amendment of the San Francisco Subdivision Code and Regulations; (9) Street Vacations; (10) Mission Bay North and South Owner Participation Agreements, including Owner Participation Rules and Business Occupant Re-entry Preference Program; (11) Amended and Restated City Land Transfer Agreement; (12) Amended and Restated Port Land Transfer Agreement; (13) Amended and Restated Agreement Concerning the Public Trust; (14) UCSF Land Donation Agreement; (15) Public Trust/Burton Act Findings; (16) Agency Affordable Housing Policy; (17) Agency Lease findings; (18) Transfer of Port Administrative Jurisdiction; (19) Termination of Transportation Projects Agreement; (20) Mission Bay North and Mission Bay South Tax Allocation Agreements; (21) Community Facilities District Resolutions of Formation; and (22) implementation actions associated with the settlement of title disputes. These approvals, along with implementation of the Redevelopment Plans, are referred to collectively herein as the "Project".

As described in Article III, only some of the approvals described above are before the Port Commission at this time.

B. Detailed Project Description/Relationship to FSEIR

The following is a description of the uses contemplated by the Project and the Project's relationship to the FSEIR. The Project is based primarily on the Project Description contained in the FSEIR, plus Variant 1 (Terry A. Francois Boulevard Variant/Expanded Bayshore Open Space Proposal), Variant 2 (Esprit Commercial Industrial/Retail Variant), Variant 3A (Modified No Berry Street Crossing Variant), and Variant 5 (Castle Metals Block Commercial Industrial/Retail Variant) as discussed below. The Project, including these Variants, is substantially as described in the FSEIR Project Description and in FSEIR Chapter VII, Section G, Combination of Variants Currently Under Consideration by the Project Sponsors. The Project land use program is described in gross square feet, consistent with the balance of the FSEIR analysis, in Tables VII.G.1 and VII.G.2 therein. It is also summarized briefly below, generally in leasable square feet, for informational purposes.

The development program for the Project is summarized as follows:

Total Program	
Residential (dwelling units):	6,090
Commercial Industrial (leasable square feet):	5,953,600
Retail (leasable square feet)	
• City-serving	219,300
• Entertainment-oriented	400,000
• Local-serving	244,300
Total Retail	863,600
Hotel (rooms)	500
Public open space (acres)	49
Public facilities (acres)	5.2
UCSF (gross square feet)	2,650,000
Mission Bay North Program	
Residential (dwelling units)	3,000
Retail (leasable square feet)	
• City-serving	100,000
• Entertainment-oriented	350,000
• Local-serving	55,000
Total Retail	505,000
Public open space (acres)	6
Public facilities (acres)	1.5
Mission Bay South Program	
Residential (dwelling units)	3,090
Commercial Industrial (leasable square feet)	5,953,600
Retail (leasable square feet)	
• City-serving	119,300
• Entertainment-oriented	50,000
• Local-serving	189,300
Total Retail	358,600
Hotel (rooms)	500
Public open space (acres)	43
Public facilities (acres)	3.7

UCSF (gross square feet)	2,650,000

The 863,600 leasable square feet of retail space provides 15,000 leasable square feet of neighborhood-serving retail beyond the program described in the Combination of Variants. As further described in the letter dated September 10, 1998 prepared by the Planning Department, and contained in Planning Department File No. 96.771E, this minor additional development is consistent with the land use program analyzed in the FSEIR and would not result in any new significant effects or cause significant effects identified in the FSEIR to be substantially more severe.

III. ACTIONS

The Actions of the Port Commission in connection with the Project include the following approvals: (1) Adoption of CEQA findings, including mitigation measures and a mitigation monitoring program; (2) Endorsement of Mission Bay North and Mission Bay South Redevelopment Plans; (3) Approval of amendments to the Waterfront Land Use Plan; (4) Approval of Interagency Cooperation Agreements for Mission Bay North and Mission Bay South Redevelopment Plans; (5) Approval of Street Vacations; (6) Approval of Amended and Restated City Land Transfer Agreement; (7) Approval of Amended and Restated Port Land Transfer Agreement; (8) Approval of Amended and Restated Agreement Concerning the Public Trust; (9) Approval of UCSF Land Donation Agreement; and, (10) Approval of Transfer of Port Administrative Jurisdiction.

IV. ALTERNATIVES

A. Reasons for Selecting the Project

As discussed in Article II.B above, the Project is based on the Project Description analyzed in the FSEIR, plus Variants 1, 2, 3A and 5, incorporated in their entirety. The FSEIR analyzed three Alternatives to the Project, including the "No Project/Expected Growth" Alternative, and five Variants.

Alternative 1 is the "No Project/Expected Growth" Alternative, which reflects a level of development based on existing zoning regulations pursuant to Article 9 of the City Planning Code and the 1990 Mission Bay Plan. The assumed development is consistent with population and employment projected through the year 2015 according to ABAG's Projections '96. Alternative 2 is the "Redevelopment North of Channel/Expected Growth South of Channel Alternative." This alternative is a hybrid consisting of the project proposed in the Project Description for Mission Bay North, and Alternative 1 for Mission Bay South. Alternative 3 is the "Residential/Open Space Development" Alternative. This is a modified version of full-build out of Alternative B from the 1990 FSEIR. Alternative 3 is identified in the FSEIR as the "Environmentally Superior Alternative" pursuant to CEQA Sections 21002 and 21081. No redevelopment plans for the Plan Areas were assumed under this Alternative. FSEIR Section VIII.D provides detail about other Alternatives which were considered and rejected as infeasible and therefore were not analyzed in the FSEIR.

The FSEIR also analyzes five Variants: (1) Terry A. François Boulevard Variant/Extended Bayshore Open Space Proposal, (2) Esprit Commercial Industrial/Retail Variant, (3) No Berry Street At-Grade Rail Crossing Variant (including Variant 3A Modified No Berry Street Crossing Variant), (4) Mission Bay North Retail Variant, and (5) Castle Metals Block Commercial Industrial/Retail Variant.

In approving the Project, the Port Commission has carefully considered the attributes and environmental effects of the Project and the Alternatives and Variants discussed in the FSEIR. This consideration, along with the reports from the City staff, and considerable public testimony, has resulted in the Project. The Project achieves the objectives as set forth in the FSEIR and the Redevelopment Plans as follows:

1. Eliminating blighting influences and correcting environmental deficiencies in the Plan Area, including, but not limited to, abnormally high vacancies, abandoned buildings, incompatible land uses, depreciated or stagnant property values, and inadequate or deteriorated public improvements, facilities and utilities.

   The Project is a comprehensive mixed-use development program, including substantial new infrastructure, open space and public facilities that address each of these blighting influences. It includes a development program that, if implemented, would eliminate high vacancies, abandoned buildings, incompatible land uses, depreciated or stagnant property values, and inadequate or deteriorated public improvements, facilities and utilities. It also includes a comprehensive environmental remediation program, to be implemented through Risk Management Plans (RMPs), to be approved by the Regional Water Quality Control Board ("RWQCB"), which will address environmental deficiencies in the Plan Area.

2. Retaining and promoting, within the City and County of San Francisco, academic and research activities associated with UCSF, which seeks to provide space for existing and new programs and consolidate academic and support units for many dispersed sites at a single major new site which can accommodate the 2,650,000 square foot program analyzed in the UCSF Long Range Development Plan ("LRDP").

   The Project includes an approximately 43-acre site which will accommodate the development program described in the UCSF LRDP. On this basis, The Regents has selected Mission Bay as the location for the UCSF major new site among competing sites.

3. Assembling land into parcels suitable for modern, integrated development with improved pedestrian and vehicular circulation in the Plan Areas.

   The Project includes land transfer agreements which would facilitate the assemblage of land into suitable developable parcels. The Project also includes detailed pedestrian, bicycle and vehicular circulation plans designed to accommodate and facilitate development proposed in the Plan Areas.

4. Re-planning, redesigning and developing undeveloped and underdeveloped areas which are improperly utilized.

The Plan Areas now consist of largely vacant and underutilized property. The Project involves the comprehensive replanning and redesigning of the entire Plan Areas to address this underutilization. It also includes Design for Development documents containing detailed design standards and guidelines to ensure that quality urban design is provided throughout the development.

5. Providing flexibility in development of the Plan Areas to respond readily and appropriately to market conditions.

The Redevelopment Plans include broad land use designations to allow a range of appropriate uses within various designations. The Design for Development documents also include sufficient flexibility in their guidelines to respond to a variety of use types. The proposed Mission Bay North and Mission Bay South Owner Participation Agreements (OPAs) are designed to facilitate property transfers in response to market conditions while retaining an appropriate level of discretion and control in the Agency.

6. Providing opportunities for participation by owners in the redevelopment of their properties.

The Project includes proposed OPAs between Catellus and the Agency which provide the terms and conditions for participation by Catellus in the redevelopment of its properties. In addition, the Redevelopment Plans set forth the parameters for future participation by other private property owners in the redevelopment of their properties.

7. Strengthening the community's supply of housing by facilitating economically feasible, affordable housing through installation of needed site improvements and expansion and improvement of the housing supply by construction of approximately 6,090 very low-, low- and moderate-income and market-rate units, including approximately 1,700 units of very low-, low- and moderate-income housing.

The Project includes the installation of needed site improvements and the expansion and improvement of the housing supply by construction of approximately 6,090 very low-, low- and moderate-income and market-rate units, including approximately 1,700 units of very low-, low- and moderate-income housing. Approximately 28% of the residential units to be developed in the Plan Areas will be affordable housing units, a substantially higher number than required by state law for redevelopment areas.

8. Strengthening the economic base of the Plan Areas and the community by strengthening retail and other commercial functions in the Plan Areas through

the addition of approximately 835,000 leasable square feet of retail space, a 500-room hotel and associated uses and about 5,953,600 leasable square feet of mixed office, research and development and light manufacturing uses.

The Project includes a significant retail component of approximately 835,000 square feet of retail space, plus additional retail space to be developed by the Port and the Agency, bringing the total to approximately 863,600 leasable square feet of retail space. The Project would also include a 500-room hotel and associated uses and about 5,953,600 leasable square feet of mixed office, research and development and light manufacturing uses.

9. Facilitating emerging commercial and industrial sectors including those expected to emerge or expand due to the proximity to the new UCSF site, such as research and development, bio-technical research, telecommunications, business service, multi-media services, and related light industrial, through improvement of transportation access to commercial and industrial areas, improvement of safety within the Plan Areas, and the installation of needed site improvements to stimulate new commercial and industrial expansion, employment, and economic growth.

The Project facilitates emerging commercial and industrial sectors and the employment associated therewith, including highly trained workers, by: providing broad land use categories which could accommodate a variety of such uses; improving transportation access to these areas through the new bicycle, pedestrian and vehicular network and proximity to a variety of transit, including the Third Street light rail system; improving safety within the Plan Areas by removing blighting influences, providing lighting and other safety features; conducting environmental remediation; and providing additional site improvements such as parks, community facilities and other amenities.

10. Facilitating public transit opportunities to and within the Plan Areas to the extent feasible.

The Project is in close proximity to a variety of public transportation modes and has been designed in conjunction with the City, including MUNI, to maximize coordination with existing and proposed transit systems. The Project is also designed with a relatively minimal amount of parking and substantial bicycle parking to encourage use of transit consistent with the City's Transit First Policy. The Project includes Transportation Management Plans for both Plan Areas.

11. Providing land in an amount of approximately 47 acres for a variety of publicly accessible open spaces.

The Project meets and exceeds this objective by providing approximately 49 acres of land for a variety of publicly accessible open spaces, including both passive and active uses.

12. Achieving the objectives described above in the most expeditious manner feasible.

The Project provides the ability to achieve these objectives in an expeditious manner by providing for flexibility in land uses and the ability to respond to market conditions, and by including a variety of detailed implementation programs to facilitate development through the Redevelopment Plans and the OPAs and their attachments, including the Infrastructure Plans, the Housing Programs and the Financing Plans.

B. Alternatives Rejected and Reasons for Rejection

The Alternatives and Variants set forth in the FSEIR and listed below are rejected because the Port Commission finds that there is substantial evidence that the specific considerations described in this Article IV.B and in Article VII below make infeasible such Alternatives and Variants.

1. Alternative 1: No Project/Expected Growth

Alternative 1 would not be desirable nor meet the project objectives. Implementation of this Alternative would amount to a continuation of the existing conditions, which is characterized by blighting influences and environmental deficiencies. The current uses and uses permitted under the existing zoning scheme do not provide a feasible opportunity to alleviate these conditions, as is evidenced by the lack of new development in this area over the past 30 years, despite entitlements including a zoning scheme and Development Agreement. Alternative 1 further fails to meet the project objectives because it does not provide the opportunity to retain and promote UCSF and the economic and technological benefits associated therewith; includes an inflexible land use scheme which does not allow a ready response to market conditions; does not provide the level of residential, retail or commercial-industrial uses contemplated in the project objectives within the foreseeable future and does not facilitate emerging commercial-industrial sectors, including those expected to emerge or expand due to proximity to the UCSF site, and the substantial employment opportunities, including those for highly trained workers, associated therewith. The lack of new construction under the current zoning scheme and Development Agreement further suggests that new development, if it were to occur at all, would not be achieved expeditiously.

2. Alternative 2: Redevelopment North of Channel/Expected Growth South of Channel

This Alternative would not be desirable nor meet the project objectives. A redevelopment area would be in place in the North Plan Area, providing some opportunity for alleviation of existing blighting conditions. However, this Alternative, like Alternative 1, would retain the current zoning and would not include a redevelopment plan designation for the South of Channel area. Therefore, it would not meet the objectives for the South Plan Area as described under reasons for rejection of Alternative 1 above.

3. Alternative 3: Residential/Open Space Development

Alternative 3 consists primarily of a substantial residential and open space component. This Alternative was identified as the Environmentally Superior Alternative in the FSEIR. Alternative 3 would meet or exceed the objectives related to provision of housing, including affordable housing, as well as open space. However, this Alternative would not address the important objectives of retaining and promoting UCSF and other commercial-industrial sectors which would be expected to emerge or expand due to their proximity to the new UCSF site, including the economic and technological benefits associated therewith, would not provide flexibility in development of the Plan Areas, and would not include the retail and the other commercial-industrial components described in the project objectives, nor the substantial employment opportunities related thereto, including those for highly trained workers.

4. Variant 3: No Berry Street At-Grade-Rail-Crossing-Variant

This Variant has been superseded by a slightly modified new Variant, Variant 3A, which is proposed as part of the Project. Variant 3 is rejected because the modifications associated with Variant 3A, which provides for an extension of Berry Street south to Common Street, will better facilitate transportation circulation while still improving safety within the Plan Areas by reducing the number of at-grade crossings to one. As compared to Variant 3, Variant 3A also eliminates a significant impact regarding emergency access.

5. Variant 4: (Mission Bay North Retail Variant)

This Variant is substantially the same as under the Project, except that it contemplates changing the mix of uses on the two blocks bounded by Townsend, Third, Berry and Fourth Streets. This Variant was included to provide flexibility in considering the appropriate mix of uses on these blocks and to assess whether an alternative scheme on these blocks might eliminate any significant traffic impacts that would result from the Project. The analysis concluded that this Variant would not substantially reduce nor eliminate any significant impacts of the Project.

V. MITIGATION MEASURES

The findings in this section concern mitigation measures set forth in the FSEIR. These findings fall into three categories: (1) a discussion of mitigation measures proposed in the FSEIR and recommended for adoption by the Port Commission, which can be implemented by City agencies including, but not limited to, the San Francisco Redevelopment Agency ("Agency"), the Department of Public Works ("DPW"), the Department of Parking and Traffic ("DPT"), the Department of Planning ("Planning"), the Department of Public Health ("DPH"), the Office of Emergency Services ("OES"), the Fire Department, the San Francisco Public Utilities Commission ("SFPUC"), the Public Transportation Commission ("PTC") and the San Francisco Unified School District; (2) a discussion of mitigation measures proposed in the FSEIR and recommended by the Port Commission for modification or rejection and which could be appropriately adopted and implemented by City agencies; and (3) a discussion of

mitigation measures proposed in the FSEIR and recommended by the Port Commission for adoption or rejection which are or would be enforceable by agencies other than City agencies.

All of the mitigation measures discussed in the FSEIR are coded and attached hereto as Exhibit 2. In the text of these findings, mitigation measures recommended for adoption by the Port Commission are referenced by the number and topic in Exhibit 2. Mitigation measures within the jurisdiction of other agencies are similarly referenced, together with an indication of the appropriate jurisdiction. Mitigation measures are organized by subject matter in the same order that those subjects appear in the FSEIR. Each measure is followed by a parenthetical which indicates whether it applies to the Mission Bay North Redevelopment Project Area **(North)**, Mission Bay South Redevelopment Project Area **(South)**, or both **(North/South)**.

Only one mitigation measure is within the Port Commission's jurisdiction, Mitigation Measure E.49. That mitigation measure is addressed in Section V.A.2 below. The Port Commission finds that the mitigation measures recommended for adoption, either as they appear in the FSEIR, or as proposed for modification, are feasible and enforceable through the Project Approvals, or, in the case of UCSF, will be applied in substantially similar form, which finding is further supported by the analysis set forth in the Fiscal and Economic Analysis dated August 24, 1998 prepared by the Sedway Group for the Agency and the City.

The Agency is listed as an implementing agency for the majority of the mitigation measures. As further described in Exhibit 1, the Agency's role is generally limited to oversight through the plan review process to confirm that any relevant measures have been implemented by other City agencies and non-City agencies with jurisdiction over such measures. Where a measure is monitored through the site permit or permitting process, the measure is monitored primarily by DBI and/or DPW depending on the nature of the improvement, but the Agency generally will maintain a general oversight role through its participation as a reviewing and approving agency. Thus the measures proposed for adoption generally will be implemented by the Agency as well as other City agencies.

A discussion of the measures as they relate to development of the new UCSF site by the Regents is provided in Article V.D below.

A. MITIGATION MEASURES RECOMMENDED, AS PROPOSED BY THE FSEIR, BY THE PORT COMMISSION FOR ADOPTION AND IMPLEMENTATION BY CITY AGENCIES

The following measures in the FSEIR have been found by the Port Commission to mitigate, reduce or avoid significant effects and are hereby recommended for adoption and implementation by City agencies, which agencies can and should adopt these measures. The Planning Commission and the Agency have already acted to adopt the measures within their jurisdictions which the Port Commission recommends for implementation below. The Secretary of the Port Commission is hereby directed to transmit copies of these measures to the affected City agencies.

1. Visual Quality and Urban Design

D.1 **Lighting and Glare.** The Agency, the Planning Department and DBI would implement this measure as part of the plan review and site permit processes. The Port Commission recommends that this measure be implemented by the Agency, the Planning Deparatment and DBI. **(North/South)**

D.2 **Architectural Resources - Evaluation of Fire Station No. 30. (South)**

D.2.a. **Retain Building.** The Agency would require retention of an architectural historian to evaluate the building as part of its plan review prior to demolition or alteration of the structure. If the building is found to be eligible for the National Register, the building should be retained. The Agency will consult with the Planning Department's Office of Environmental Review ("OER") and the Landmarks Preservation Advisory Board ("LPAB") as part of its evaluation. The Port Commission recommends that the Agency and the Planning Department implement this measure.

D.2.b. **Demolition Measures.** The Agency would implement this measure as part of its plan review process, in consultation with OER and the LPAB. The Port Commission recommends that the Agency and the Planning Department implement this measure.

D.3 **Archeological Resources.** The Agency would implement this measure prior to excavation as part of its plan review process, and ongoing monitoring would be implemented as required by the measure. The Agency would consult with OER and the LPAB in implementation of this measure. The Port Commission recommends that the Agency and the Planning Department implement this measure. **(North/South)**

D.4 **Archeological Exploration Program.** The Agency would implement measures D.4.a-D.4.d as part of its plan review, in consultation with OER and the LPAB. The Port Commission recommends that the Agency and the Planning Department implement these measures. **(North/South)**

D.5 **Archeological Monitoring at 19th Century City Dump.** The Agency would implement this measure as part of its plan review, in consultation with OER and the LPAB. The Port Commission recommends that the Agency and the Planning Department implement this measure. **(North/South)**

D.6 **Unknown Archeological Remains.** The Agency would implement this measure as part of its plan review, in consultation with OER and the LPAB. The Port Commission recommends that the Agency and the Planning Department implement this measure. **(North/South)**

D.7 Pedestrian - Level Winds. The Agency would implement this measure as part of its plan review. The Port Commission recommends that the Agency implement this measure. **(North/South)**

2. Transportation

E.1 Third Street/King Street. The Agency would ensure implementation of measures E.1.a-E.1.c as part of its plan review, and DPW would ensure implementation of these measures as part of its review of subdivision and parcel maps. The DPT will also review the plans. The Port Commission recommends that the Agency, DPT and DPW implement these measures. **(North/South)**

E.2 Third Street/Berry Street. The Agency would ensure implementation of measures E.2.a-E.2.c as part of its plan review, and DPW would ensure implementation of these measures as part of its review of subdivision and parcel maps. DPT will also review the plans. The Port Commission recommends that the Agency, DPT and DPW implement these measures. **(North/South)**

E.3 Third Street/Owens Street. The Agency would ensure implementation of measure E.3 as part of its plan review, and DPW would ensure implementation of this measure as part of its review of subdivision and parcel maps. DPT will also review the plans. The Port Commission recommends that the Agency, DPT and DPW implement this measure. **(South)**

E.4 Third Street/The Common. The Agency would ensure implementation of measure E.4 as part of its plan review, and DPW would ensure implementation of this measure as part of its review of subdivision and parcel maps. DPT will also review the plans. The Port Commission recommends that the Agency, DPTand DPW implement this measure. **(South)**

E.5 Third Street/South Street. The Agency would ensure implementation of measure E.5 as part of its plan review, and DPW would ensure implementation of this measure as part of its review of subdivision and parcel maps. DPT will also review the plans. The Port Commission recommends that the Agency, DPT and DPW implement this measure. **(South)**

E.6 Third Street/Sixteenth Street. The Agency would ensure implementation of measures E.6.a-E.6.b as part of its plan review, and DPW would ensure implementation of these measures as part of its review of subdivision and parcel maps. DPT will also review the plans. The Port Commission recommends that the Agency, DPT and DPW implement these measures. **(South)**

E.7 Third Street/Mariposa Street. The Agency would ensure implementation of measures E.7.a-E.7.c as part of its plan review, and DPW would ensure implementation of these measures as part of its review of subdivision and parcel maps. DPT will also review

the plans. The Port Commission recommends that the Agency, DPT and DPW implement these measures. **(South)**

E.8 Fourth Street/King Street. The Agency would ensure implementation of measures E.8.a-E.8.c as part of its plan review, and DPW would ensure implementation of these measures as part of its review of subdivision and parcel maps. DPT will also review the plans. The PTC would also be involved in implementation of measure E.8.b if it elects to commence service before the Owner's obligation to construct is otherwise triggered. The Port Commission recommends that the Agency, the PTC, DPW, and DPT implement these measures. **(North)**

E.9 Fourth Street/Berry Street. The Agency would ensure implementation of measures E.9.a-E.9.d as part of its plan review, and DPW would ensure implementation of these measures as part of its review of subdivision and parcel maps. DPT will also review the plans. The PTC would also be involved in implementation of measure E.9.c if it elects to commence service before the Owner's obligation to construct is otherwise triggered. The Port Commission recommends that the Agency, PTC, DPW and DPT implement these measures. **(North)**

E.10 Fourth Street/Owens Street. The Agency would ensure implementation of measure E.10 as part of its plan review, and DPW would ensure implementation of this measure as part of its review of subdivision and parcel maps. DPT will also review the plans. The Port Commission recommends that the Agency, DPT and DPW implement this measure. **(South)**

E.11 Fourth Street/UCSF Private Street. The Agency would ensure implementation of measure E.11 as part of its plan review, and DPW would ensure implementation of this measure as part of its review of subdivision and parcel maps. DPT will also review the plans. The Port Commission recommends that the Agency, DPT and DPW implement this measure. **(South)**

E.12 Fourth Street/Sixteenth Street. The Agency would ensure implementation of measure E.12 as part of its plan review, and DPW would ensure implementation of this measure as part of its review of subdivision and parcel maps. DPT will also review the plans. The Port Commission recommends that the Agency, DPT and DPW implement this measure. **(South)**

E.13 Fourth Street/Mariposa Street. The Agency would ensure implementation of measures E.13.a-E.13.b as part of its plan review, and DPW would ensure implementation of these measures as part of its review of subdivision and parcel maps. DPT will also review the plans. The Port Commission recommends that the Agency, DPT and DPW implement these measures. **(South)**

E.14 Seventh Street/Sixteenth Street. The Agency would ensure implementation of measures E.14.a-E.14.f as part of its plan review, and DPW would ensure implementation of these measures as part of its review of subdivision and parcel maps.

DPT would also participate in implementation of measure 14.a. The Port Commission recommends that the Agency, DPW and DPT implement these measures. With respect to E.14.f, implementation would also be required by non-City agencies. Accordingly, this measure is also listed in Article V.C below. **(South)**

E.15 Owens Street/Sixteenth Street. The Agency would implement measure E.15 as part of its plan review and DPW would implement this measure as part of its review of subdivision and parcel maps. DPT will also review the plans. The Port Commission recommends that the Agency, DPT and DPW implement this measure. This measure would also be implemented by non-City agencies. Accordingly, this measure is also listed under Article V.C below. **(South)**

E.16 Owens Street/Mariposa Street/I-280 Off-Ramp. The Agency would implement measures E.16.a-E.16.b as part of its plan review and DPW would implement these measures as part of its review of subdivision and parcel maps. DPT will also review the plans. The Port Commission recommends that the Agency, DPT and DPW implement these measures. These measures would also be implemented by other non-City agencies. Accordingly, these measures are also listed under Article V.C below. **(South)**

E.17 I-280 On-Ramp/Mariposa Street. The Agency would ensure implementation of measures E.17.a-E.17.b as part of its plan review and DPW would ensure implementation of these measures as part of its subdivision improvement plan. DPT will also review the plans. The Port Commission recommends that the Agency, DPT and DPW implement these measures. These measures would also be implemented by other non-City agencies. Accordingly, these measures are also listed under Article V.C below. **(South)**

E.18 Seventh Street/The Common. The Agency would ensure implementation of measures E.18.a-E.18.b as part of its plan review and DPW would ensure implementation of these measures as part of its review of subdivision and parcel maps. DPT will also review the plans. The Port Commission recommends that the Agency, DPT and DPW implement these measures. These measures would also be implemented by other non-City agencies. Accordingly, these measures are also listed under Article V.C below. **(South)**

E.19 Fifth Street/King Street. The Agency would ensure implementation of measures E.19.a-E.19.c as part of its plan review and DPW would ensure implementation of these measures as part of its review of subdivision and parcel maps. DPT will also review the plans. The Port Commission recommends that the Agency, DPT and DPW implement these measures. These measures would also be implemented by other non-City agencies. Accordingly, these measures are also listed under Article V.C below. **(North)**

E.21 Third Street. The Agency would ensure implementation of measures E.21.a-E.21.c as part of its plan review and DPW would ensure implementation of these measures as

part of its review of subdivision and parcel maps. DPT will also review the plans. Consultation with the PTC would also be required for measure E.21.c. The Port Commission recommends that the Agency, PTC, DPW and DPT implement these measures. **(North/South)**

E.22 Mariposa Street. The Agency would ensure implementation of measure E.22 as part of its plan review and DPW would ensure implementation of this measure as part of its review of subdivision and parcel maps. DPT will also review the plans. The Port Commission recommends that the Agency, DPT and DPW implement this measure. This measure would also be implemented by other non-City agencies. Accordingly, this measure is also listed under Article V.C below. **(South)**

E.23. Fourth Street. The Agency would ensure implementation of measures E.23.a-E.23.b as part of its plan review and DPW would ensure implementation of these measures as part of its review of subdivision and parcel maps. DPT will also review the plans. Measure E.23.a would involve coordination with and implementation by the PTC. The Port Commission recommends that the Agency, PTC, DPW, and DPT implement these measures. **(North/South)**

E.24 King Street. The Agency would ensure implementation of measures E.24.a-E.24.b as part of its plan review, and DPW would ensure implementation of these measures as part of its review of subdivision and parcel maps. DPT will also review the plans. The Port Commission recommends that the Agency, DPT and DPW implement these measures. **(North)**

E.25 Owens Street. The Agency would ensure implementation of measures E.25.a-E.25.d as part of its plan review and DPW would ensure implementation of these measures as part of its review of subdivision and parcel maps. DPT will also review the plans. Measure E.25.a would involve coordination with and implementation by the PTC. The Port Commission recommends that the Agency, PTC, DPW, and DPT implement these measures. **(South)**

E.26 North Common and South Common Streets Connection. The Agency would ensure implementation of measures E.26.a-E.26.b as part of its plan review and DPW would ensure implementation of these measures as part of its review of subdivision and parcel maps. Measure E.26.b would also require coordination with and implementation by DPT and PTC. The Port Commission recommends that the Agency, PTC, DPW, and DPT implement these measures. Measure E.26.a would also require implementation by non-City agencies. Accordingly, this measure is also listed under Article V.C below. **(South)**

E.27 MUNI Line 22-Fillmore. The Agency would ensure implementation of this measure as part of its plan review and DPW would ensure implementation of this measure as part of its review of subdivision and parcel maps. Implementation of this measure would be primarily within the jurisdiction of the PTC. The Port Commission recommends that the Agency, PTC and DPW implement this measure. **(South)**

E.28 MUNI L-Line, 30 Stockton or 45-Union/Stockton. The Agency would ensure implementation of measures E.28.a-E.28.d as part of its plan review and DPW would ensure implementation of these measures as part of its review of subdivision and parcel maps. Primary responsibility for implementation of these measures would lie with the PTC. The Port Commission recommends that the Agency, PTC and DPW implement these measures. Measure E.28.a would also require implementation by non-City agencies. Accordingly, this measure is also listed under Article V.C. below. **(South)**

E.29 Seventh Street/Brannan Street. The Agency would ensure implementation of measure E.29 as part of its plan review, and DPW would ensure implementation of this measure as part of its review of subdivision and parcel maps. DPT will also review the plans. The Port Commission recommends that the Agency, DPT and DPW implement this measure. **(South)**

E.30 Seventh Street/Townsend Street. The Agency would ensure implementation of measures E.30.a - E.30.b as part of its plan review, and DPW would ensure implementation of these measures as part of its review of subdivision and parcel maps. DPT will also review the plans. The Port Commission recommends that the Agency, DPT and DPW implement these measures. **(North)**

E.31 Seventh Street/Berry Street. The Agency would ensure implementation of measures E.31.a-E.31.b as part of its plan review, and DPW would ensure implementation of these measures as part of its review of subdivision and parcel maps. DPT will also review the plans. The Port Commission recommends that the Agency, DPT and DPW implement these measures. **(North)**

E.32 Seventh Street/North and South Common Street. The Agency would ensure implementation of measures E.32.a-E.32.b as part of its plan review, and DPW would ensure implementation of these measures as part of its review of subdivision and parcel maps. DPT will also review the plans. The Port Commission recommends that the Agency, DPT and DPW implement these measures. **(South)**

E.33 Sixteenth Street/Potrero Street. The Agency would ensure implementation of this measure as part of its plan review, and DPW would ensure implementation of this measure as part of its review of subdivision and parcel maps. DPT will also review the plans. The Port Commission recommends that the Agency, DPT and DPW implement this measure. **(South)**

E.34 Sixteenth Street/Vermont Street. The Agency would ensure implementation of this measure as part of its plan review, and DPW would ensure implementation of this measure as part of its review of subdivision and parcel maps. DPT will also review the plans. The Port Commission recommends that the Agency, DPT and DPW implement this measure. **(South)**

E.35 Eighth Street/Townsend Street. The Agency would ensure implementation of measures E.35.a-E.35.b as part of its plan review, and DPW would ensure implementation of these measures as part of its review of subdivision and parcel maps. DPT will also review the plans. The Port Commission recommends that the Agency, DPT and DPW implement these measures. **(North)**

E.36 Third Street/Townsend Street. The Agency would ensure implementation of measures E.36.a-E.36.b as part of its plan review and DPW would ensure implementation of these measures as part of its review of subdivision and parcel maps. These measures are primarily within the jurisdiction of DPT. The Port Commission recommends that the Agency, DPW and DPT implement these measures. **(North)**

E.38 Fourth Street/King Street. The Agency would ensure implementation of this measure as part of its plan review, and DPW would ensure implementation of this measure as part of its review of subdivision and parcel maps. DPT will also review the plans. The Port Commission recommends that the Agency, DPT and DPW adopt and implement this measure. **(North)**

E.41 Fourth Street. The Agency would ensure implementation of this measure as part of its plan review, and DPW would ensure implementation of this measure as part of its review of subdivision and parcel maps. DPT will also review the plans. The Port Commission recommends that the Agency, DPT and DPW implement this measure. **(North)**

E.42 Seventh Street. The Agency would ensure implementation of this measure as part of its plan review and DPW would ensure implementation of this measure as part of its review of subdivision and parcel maps. This measure is primarily within the jurisdiction of DPT. The Port Commission recommends that the Agency, DPW and DPT implement this measure. This measure would also require implementation by non-City agencies. Accordingly, this measure is listed under Article V.C below. **(North/South)**

E.45 Extend N-Judah MUNI Metro Line. The Agency would ensure implementation of this measure as part of its plan review and DPW would ensure implementation of this measure as part of its review of subdivision and parcel maps. Primary responsibility for implementation of this measure would be within the jurisdiction of PTC. The Port Commission recommends that the Agency, PTC and DPW implement this measure. **(North/South)**

E.46a Transportation Management Organizations. Measures E.46.a would be implemented by the Agency as part of its first Major Phase approval. Ongoing participation and/or monitoring would be required by various City agencies including the Agency, the PTC, DPW and DPT. The Port Commission recommends that the Agency, PTC, DPW and DPT implement this measure. Measure E.46.b is proposed for modification as set forth below. **(North/South)**

E.47 **Transportation System Management (TSM) Plan.** Measures E.47.a-E.47.h would be implemented by the Agency as part of its first Major Phase approval. Ongoing participation would be required by various City agencies including the Agency, PTC, DPW and DPT. The Port Commission recommends that the Agency, PTC, DPW and DPT implement these measures. **(North/South)**

E.49 **Ferry Service.** The Agency would ensure implementation of this measure as part of the first Major Phase approval and the Port would ensure implementation of this measure on an ongoing basis. The Port Commission adopts this measure and recommends that the Agency implement this measure. **(North/South)**

3. Air Quality

F.1 **TSM Measures.** Transportation Measures E.46-E.50 would be implemented by the Agency as part of its first Major Phase approval and would also address air quality impacts. Ongoing participation would be required by various City agencies including the Agency, the PTC, DPW and DPT. The Port Commission recommends that the Agency, PTC, DPW and DPT implement these measures. **(North/South)**

F.2 **Construction PM_{10}.** DPW and/or DBI would implement measures F.2.a-F.2.n through the necessary permitting process. The Port Commission recommends that DPW and DBI implement these measures. **(North/South)**

F.3 **Toxic Air Contaminants (TACs).** DPW and/or DBI would implement this measure, in consultation with DPH, through the site permit process. The Port Commission recommends that DPW, DBI and DPH implement this measure. **(North/South)**

F.4 **Meteorological Station.** Measures F.4.a-F.4.g provide for a meteorological station in Mission Bay South. If located outside of the UCSF site, the Agency would implement these measures in consultation with the Bay Area Air Quality Management District ("BAAQMD"). The Port Commission recommends that the Agency implement this measure. These measures are also within the jurisdiction of non-City agencies. Accordingly, these measures are also listed under Article V.C below. **(South)**

F.5 **Dry Cleaning Facilities.** The Agency would implement this measure, in consultation with DPH and DBI, as part of its plan review. The Port Commission recommends that the Agency, DPH and DBI implement this measure. This measure is also within the jurisdiction of a non-City agency. Accordingly, this measure is also listed under Article V.C below. **(North/South)**

F.6 **Child-Care Buffer Zones.** The Agency would implement this measure, in consultation with DPH and DBI, as part of its plan review. The Port Commission recommends that the Agency, DPH and DBI implement this measure. The implementation of this measure is also within the jurisdiction of a non-City agency. Accordingly, this measure is also listed under Article V.C below. **(North/South)**

4. Noise and Vibration

G.1 **Noise Reduction in Pile Driving.** DPW and/or DBI would implement this measure as part of the necessary permitting process. The Port Commission recommends that DPW and DBI implement this measure. **(North/South)**

G.2. **Potential Vibrations from CalTrain.** DPW and/or DBI would implement this measure as part of the necessary permitting process. The Port Commission recommends that DPW and DBI implement this measure. **(North)**

5. Seismicity

H.1 **Heavy Equipment Storage.** The Agency would implement this measure, in consultation with OES, prior to issuance of the first Certificate of Occupancy. Updating would be required on a periodic basis. The Port Commission recommends that the Agency and OES implement this measure. **(North/South)**

H.2. **Emergency Preparedness and Emergency Response.** The Agency would implement this measure, in consultation with OES, prior to issuance of the first Certificate of Occupancy. Updating would be required on a periodic basis. The Port Commission recommends that the Agency and OES implement this measure. **(North/South)**

H.3 **Comprehensive Preparedness and Response Plan.** The Agency would implement this measure, in consultation with OES, prior to issuance of the first Certificate of Occupancy. Updating would be required on a periodic basis. The Port Commission recommends that the Agency and OES implement this measure. **(North/South)**

H.4. **Fire Station No. 30.** The Agency and DBI would implement as part of plan review and site or building permit processes, in consultation with the Fire Department. The Port Commission recommends that this measure be implemented by the Agency, DBI and the Fire Department. **(North/South)**

H.5 **New Fire Station.** The Agency would implement this measure as part of the plan review process, in conjunction with the City and the Fire Department. The Port Commission adopts this measure and recommends that the Agency and the Fire Department implement this measure. **(South)**

H.6 **Facilitate Emergency Access Routes.** The Agency would implement this measure, in consultation with OES, in conjunction with measure H.3. The Port Commission recommends that the Agency and OES implement this measure. **(North/South)**

H.7 **Corrosivity.** DPW and/or DBI will implement this measure as part of the site permit process. The Port Commission recommends that DPW and DBI implement this measure. **(North/South)**

6. Health and Safety

I.1 **Biohazardous Materials Handling Guidelines.** DBI would implement this measure as part of the building or site permit process, in consultation with DPH. The Port Commission recommends that DBI and DPH implement this measure. **(South)**

I.2 **Use of HEPA Filters.** DBI would implement this measure as part of the building or site permit process, in consultation with DPH. The Port Commission recommends that DBI and DPH implement this measure. **(South)**

I.3. **Handling of Biohazardous Materials.** DBI would implement this measure as part of the building or site permit process, in consultation with DPH. The Port Commission recommends that DBI and DPH implement this measure. **(South)**

7. Contaminated Soils

J.1 **Risk Management Plan(s).** The Agency would ensure implementation of the Risk Management Plan described in measures J.1.a-J.1.o, including recorded deed restrictions, as part of its plan review process. DPH would assist the RWQCB in implementing portions of this mitigation measure. DBI and/or DPW would also ensure implementation of construction-related portions of this measure through the permitting process. The Port Commission recommends that the Agency, DPH, DPW and DBI, as appropriate, ensure implementation of these measures. Implementation of these measures is also within the jurisdiction of a non-City agency, the RWQCB. Accordingly, these measures are also listed under Article V.C below. **(North/South)**

J.2 **Site-Specific Risk Evaluation.** The Agency, following RWQCB approval, would ensure implementation of this measure as part of its plan review process. DPH would assist the RWQCB in implementing this mitigation measure. The San Francisco Unified School District, DBI and/or DPW, as appropriate, would also ensure implementation of the construction-related portions of this measure through the permitting processes. The Port Commission recommends that the Agency, the San Francisco Unified School District, DPH, DPW and DBI, as appropriate, ensure implementation of this measure with the RWQCB. Implementation of this measure is primarily within the jurisdiction of a non-City agency, the RWQCB. Accordingly, this measure is also listed under Article V.C below. **(North/South)**

8. Hydrology and Water Quality

K.1 **Stormwater Pollution Prevention Program (SWPPP).** DPW would implement measures K.1.a-K.1.i as part of its review of subdivision and parcel maps, in consultation with the SFPUC. DBI would also implement this measure through the building or site permit processes. The Port Commission recommends that DPW, DBI, and the SFPUC implement these measures. **(North/South)**

K.2 Changes in Sanitary Sewage Quality. DPW would implement this measure as part of its review of subdivision and parcel maps, in consultation with the SFPUC. The Port Commission recommends that DPW and the SFPUC adopt and implement this measure. **(North/South)**

K.3 Sewer Improvement Design. DPW would implement this measure as part of its review of subdivision and parcel maps, in consultation with the SFPUC. The Port Commission recommends that DPW and the SFPUC implement this measure. **(North/South)**

K.4 Alternative Technologies to Improve Stormwater Discharge Quality. DPW would implement this measure as part of its review of subdivision and parcel maps, in consultation with the SFPUC. The Port Commission recommends that DPW and the SFPUC implement this measure. **(South)**

K.5 Central/Bay Basin Stormwater Management Program. DPW would implement this measure as part of its review of subdivision and parcel maps, in consultation with the SFPUC. The Port Commission recommends that DPW and the SFPUC implement this measure. **(South)**

K.6 Structure Placement and Design to Minimize Dangers of Flooding. DPW would implement measures K.6.a-K.6.f as part of its review of subdivision and parcel maps, in consultation with the SFPUC. DBI would also implement this measure through its building and site permit processes. The Port Commission recommends that DPW, DBI and the SFPUC implement these measures. **(North/South)**

9. China Basin Channel Vegetation and Wildlife

L.1. Salt Marsh Wetland Habitat Mitigation Plan. DPW would ensure implementation of this measure as part of its review of subdivision and parcel maps. The Port Commission recommends that DPW ensure implementation of this measure. Implementation of this measure is also within the jurisdiction of non-City agencies. Accordingly, this measure is also listed under Article V.C below. **(North/South)**

L.2. Wetland Habitat Avoidance. DPW would ensure implementation of this measure as part of its review of subdivision and parcel maps. DBI would also ensure implementation of this measure through its building or site permit review. The Port Commission recommends that DPW and DBI ensure implementation of this measure. Implementation of this measure is also within the jurisdiction of non-City agencies. Accordingly, this measure is also listed under Article V.C below. **(North/South)**

L.3. Construction During Pacific Herring Spawning Season. DPW would implement this measure as part of its review of subdivision and parcel maps. DBI would also ensure implementation of this measure through its building or site permit review. The Port Commission recommends that DPW and DBI implement this measure. **(North/South)**

L.4. **Turbidity Prevention.** DPW would implement this measure as part of its review of subdivision and parcel maps. DBI would also ensure implementation of this measure through its building or site permit review. The Port Commission recommends that DPW and DBI implement this measure. **(North/South)**

L.5. **Construction in Channel.** DPW would implement this measure as part of its review of subdivision and parcel maps. DBI would also ensure implementation of this measure through its building or site permit review. The Port Commission recommends that DPW and DBI implement this measure. **(North/South)**

L.6. **Removal and Disposal Plan.** DPW would implement this measure as part of its review of subdivision and parcel maps. DBI would also ensure implementation of this measure through its building or site permit review. The Port Commission recommends that DPW and DBI implement this measure. **(North/South)**

10. Community Services and Utilities

M.2. **Include Water Conservation in Buildings and Landscaping.** DPW and/or DBI would implement measures M.2.a-M.2.f as part of the permitting process. The Port Commission recommends that DPW and DBI implement these measures. **(North/South)**

M.3. **Extend Auxiliary Water Supply System.** The Agency would implement this measure as part of its plan review and DPW would implement this measure as part of its review of subdivision and parcel maps. This would be implemented in consultation with the Fire Department. The Port Commission recommends that the Agency, DPW and the Fire Department implement this measure. **(North/South)**

M.4. **Sewers and Waste Water Treatment.** The Agency would implement this measure as part of its plan review, and DPW would implement this measure as part of its review of subdivision and parcel maps, in consultation with the SFPUC. DBI would also ensure implementation of this measure through its building or site permit review. The Port Commission recommends that the Agency, DPW, DBI and the SFPUC implement this measure. **(South)**

M.5. **Stormwater.** The Agency would implement this measure as part of its plan review and DPW would implement this measure, in consultation with the SFPUC, as part of its review of subdivision and parcel maps. DBI would also ensure implementation of this measure through its building or site permit review. The Port Commission recommends that the Agency, DPW, DBI and the SFPUC implement this measure. **(South)**

B. MITIGATION MEASURES RECOMMENDED FOR ADOPTION AS MODIFIED AND WHICH WILL BE IMPLEMENTED BY CITY AGENCIES, OR MITIGATION MEASURES RECOMMENDED FOR REJECTION

- Mitigation Measures Recommended for Adoption as Modified

This section recites mitigation measures which are recommended for adoption in modified form. The nature and reason for each modification is set forth. To the extent that the mitigation measure is modified, it is rejected in its original form either for purposes of clarification or because the measure has been more clearly defined through the Project Approvals. The Port Commission finds that the modifications would not result in any new, or substantial increase in, significant impacts.

1. Visual Quality and Urban Design

D.8 **Shadows.** This measure describes circumstances under which shadow studies will be required for the Project. Since the date of publication of the DSEIR, shadow studies were conducted in conjunction with the Mission Bay Citizens' Advisory Committee as part of the design standard and guideline preparation process. Based upon these studies, the Agency has determined that development complying with the design standards in the Design for Development documents related to height, bulk, and coverage and street walls will reasonably limit areas of shadow on public open spaces during the active months of the year and during the most active times of day. Shadow fan studies conducted as part of the Initial Study process previously established that the Project will not have any significant, adverse shadow impacts because it will not cast any shadows in violation of Proposition K, the Shadow Ban Ordinance. The shadow studies prepared for the Design for Development documents further establish that any shadows would be appropriately limited. Accordingly, Measure D.8 is modified as follows to reflect the process for shadow studies outlined in the Design for Development documents:

> "The Redevelopment Plan documents would require analysis of potential shadows on existing and proposed open spaces during the building design and review process when exceptions to certain standards governing the shape or locations of buildings are requested that would cause over 13% of Mission Creek Park (either North or South), 20% of Bayfront Park, 17% of Triangle Square or 11% of Mission Bay Commons to be in continuous shadow for a period of one hour per day from March to September between 10 a.m. and 4 p.m."

The Agency would implement this measure as part of its plan review. The Port Commission recommends that the Agency implement this measure as modified. **(North/South)**

2. Transportation

E.46.b **Transportation Coordinating Committee**. This measure provides that the City should form a Transportation Coordinating Committee (TCC) including representatives of Project Area property owners, UCSF, SFRA and appropriate city staff, including DPT, MUNI and DPW, to address area-wide transportation planning issues and coordinate with other uses and neighborhoods in nearby areas. The Mission Bay TCC would work closely with the San Francisco Giants concerning issues related to parking and traffic that would affect both Mission Bay employees, visitors, and residents, as well as ballpark patrons. It is also appropriate to include surrounding neighborhood organizations in the TCC to address area-wide transportation planning issues and coordinate with other uses and neighborhoods in nearby areas. Accordingly, this measure is modified to include surrounding neighborhood organizations on the TCC. Ongoing participation and/or monitoring would be required by various City agencies including the PTC, the Agency, DPW and DPT. The Port Commission recommends that the Agency, PTC, DPW and DPT implement this measure as modified. **(North/South)**

E.50 **Flexible Work Time/Telecommuting.** This measure provides that, where feasible, employees be offered the opportunity to work on flexible schedules and/or telecommute. This measure is properly considered as part of a menu of measures to be addressed in the Transportation Management Plans (TMP). Accordingly, this measure is modified to the extent that it is renumbered as Measure E.47.i and included as an element to be considered in the TMP. Measure E.47.i would be implemented by the Agency as part of its first Major Phase approval. The Port Commission recommends that the Agency implement this measure as modified. **(South)**

3. Community Facilities and Utilities

M.1 **Transfer School Site.** The FSEIR indicates that this measure applies to both Plan Areas. However, while this measure includes both North and South residential development in its threshold calculation, the actual implementation of the measure applies solely to Mission Bay South, where the school site is located. As a matter of clarification, the notation after the measure is modified to refer only to the South. This measure would be implemented by the Agency as part of its plan review, in consultation with the San Francisco Unified School District. The Port Commission recommends that the Agency and the San Francisco Unified School District implement this measure as modified. **(South)**

M.6 **Construct New Fire Station and Provide New Engine Company**. Measures M.6.a-M.6.b provide for construction of a new fire station and provision of a new engine company. This measure is required primarily to address significant seismic (primarily access-related) and community facilities issues associated with development in Mission Bay South. Accordingly, these measures are modified to reflect that they apply only to Mission Bay South, consistent with Measure H.5. The Agency would implement measures M.6.a. - M.6.b in consultation with the City and the Fire

Department. The Port Commission recommends that the Agency and the Fire Department implement these measures as modified. **(South)**

- Measures Proposed for Rejection

The Port Commission hereby finds that there is substantial evidence that the specific economic, social or other considerations stated below make the following measures infeasible. The Port Commission recommends that these measure be rejected.

1. Transportation

E.20 **Seventh Street/Berry Street.** Measures E.20.a - E.20.c propose traffic improvements to the intersection of Seventh Street and Berry Street. As discussed in Chapter VII of the FSEIR, these improvements are related to rail crossing signalization and safety facilities, and would apply only to the project described in the Project Description, which includes a second rail crossing. These measures are not required for the proposed Project, which eliminates the 7th and Berry crossing. Accordingly, these measures are rejected as inapplicable to the Project. **(North)**

E.37 **Third Street/King Street.** Measures E.37.a - E.37.b relate to proposed intersection improvements for Third Street and King Street. Measure E.37.a requires acquisition of additional right-of-way on the eastern portion of Third Street from Berry Street to King Street, which would require reconfiguration and reduction in the proposed plaza area of the Giants Ballpark. The current plaza configuration is instrumental to operation of the ballpark, has been approved by a large number of regulatory agencies, and is the subject of an existing lease between the Giants and the City. Moreover, this area, which is outside of the Plan Areas, has been designed as a key component of the pedestrian network for the ballpark and the surrounding area. It is also an important civic improvement and design feature, serving as the "front door" of the ballpark. For these reasons, Measure E.37.a is rejected. Without implementation of this measure, intersection impacts at Third and King Streets would deteriorate from the current LOS C to LOS D with the Project and LOS E with cumulative 2015 conditions, and LOS F if Measure E.37.b is also rejected. This specific intersection impact is encompassed within the broader statement of significant, unavoidable intersection impacts contained in Article VI. **(North)**

Measure E.37.b would require acquisition of additional King Street right-of-way from Fourth Street to Third Street. While such acquisition would improve the level of service of the operation of the intersection, negative pedestrian safety impacts could result. The additional lane would increase the distance that pedestrians traveling in the north-south direction would walk to cross the street. Although the pedestrian signal could be timed to allow pedestrians to only cross a refuge area in the middle of the street, this refuge area may not be large enough to accommodate heavy pedestrian volumes, such as those expected before and after an event at the adjacent Pacific Bell Park. Accordingly, the imposition of this measure poses serious pedestrian safety risks at a location where heavy pedestrian volumes are expected. These risks are, on

balance, of sufficient concern to outweigh the potential level of service improvements. In addition, to provide such an additional right-of-way, block N2 would need to be reduced by approximately 11 feet along the entire length of the block. This block has already been reduced from the earlier development proposal to accommodate additional traffic circulation features. Accordingly, it is the narrowest development block in Mission Bay North at 158 feet deep. The proposed land use program for block N2, including the provision of an affordable housing site and street front retail, cannot be achieved with the additional right-of-way needed for the mitigation measure. Accordingly, implementation of this measure would be inconsistent with the objectives related to the development program for residential and retail uses, and employment related thereto, and therefore is rejected. Without implementation of this measure, intersection impacts at Third and King Streets would deteriorate from the current LOS C to LOS D with the Project and LOS E with cumulative 2015 conditions, and LOS F if Measure E.37.a is also rejected. This specific intersection impact is encompassed within the broader statement of significant, unavoidable intersection impacts contained in Article VI. **(North)**

E.39 King Street. This measure contemplated improvements at King Street between Fourth Street and Third Street. This measure does not address a significant impact on its own; rather, E.39 would reduce significant impacts only if implemented with measure E.37.b and accordingly is rejected for the same reasons as E.37b. **(North)**

E.40 Third Street. This measure involves improvements to Third Street between Berry Street and King Street. This measure does not address a significant impact on its own; rather, E.40 would reduce significant impacts only if implemented with measure E.37.a and accordingly is rejected for the same reasons as E.37a. **(North)**

2. Community Services and Utilities

M.2.g. Water Conservation. This measure is one component of a menu of items to be considered regarding water conservation. This measure provides that only limited turf areas should be included in open space plans. An important element of the Plan Areas is the provision of substantial open space areas, including primarily grass and turf-covered areas appropriate for a variety of active and passive recreational uses. Limiting turf areas therefore would be inconsistent with an open space program designed to ensure a variety of uses, including sports activity features that require turf areas in the Project. In addition, other effective measures are available under M.2.a-M.2.h to address water conservation. Rejection of this measure therefore would not result in any new significant impacts. Accordingly, this measure is rejected. **(North/South)**

C. MEASURES WITHIN THE JURISDICTION OF NON-CITY AGENCIES

- Measures Proposed for Adoption

The Port Commission finds that the following measures, which are within the responsibility and jurisdiction of non-City agencies as indicated, can and should be adopted:

1. Transportation

E.14.f **Seventh Street/16th Street.** This measure would require approval by the Peninsula Joint Powers Board ("JPB"), the California Public Utilities Commission ("CPUC") and CalTrain. The Port Commission recommends that this measure be approved by the JPB, CPUC and CalTrain. **(South)**

E.15.a **Owens Street/16th Street.** This measure would require approval by Caltrans. The Port Commission recommends that Caltrans approve this measure. **(South)**

E.16 **Owens Street/Mariposa Street/I-280 Off-Ramp.** Measure E.16.a would require approval by the JPB, CalTrain and Caltrans. The Port Commission recommends that the JPB, CalTrain and Caltrans approve this measure. Measure E.16.b would require approval by Caltrans. The Port Commission recommends that Caltrans approve this measure. **(South)**

E.17 **I-280 On-Ramp/Mariposa Street.** Measures E.17.a-E.17.b require approval by Caltrans. The Port Commission recommends that Caltrans approve these measures. **(South)**

E.18 **Seventh Street/The Common.** Measures E.18.a-E.18.b require approval by the JPB, CPUC and CalTrain. The Port Commission recommends that the JPB, CPUC and CalTrain approve these measures. **(South)**

E.19 **Fifth Street/King Street.** Measures E.19.a-E.19.c require approval by Caltrans. The Port Commission recommends that Caltrans approve these measures. **(North)**

E.22.a **Mariposa Street.** This measure requires approval by the JPB, CPUC and CalTrain. The Port Commission recommends that the JPB, CPUC and CalTrain approve this measure. **(South)**

E.26.a **North Common and South Common Streets Connection to Seventh Street.** This measure requires approval by the JPB, CPUC and CalTrain. The Port Commission recommends that the JPB, CPUC and CalTrain approve this measure. **(South)**

E.28.a **MUNI Line 30-Stockton or 45-Union/Stockton.** This measure requires approval by the JPB, CPUC and CalTrain. The Port Commission recommends that the JPB, CPUC and CalTrain approve this measure. **(South)**

E.42 **Seventh Street.** This measure requires approval by the JPB and the CPUC. The Port Commission recommends that the JPB and CPUC approve this measure. **(North/South)**

E.43 **Increase Bay Bridge Tolls.** This measure proposes an increase in Bay Bridge tolls for single-occupant vehicle trips during commute hours. This measure is within the jurisdiction of the Metropolitan Transportation Commission (MTC). The Port Commission recommends that the MTC implement this measure. **(North/South)**

E.44 **AC Transit District.** This measure would encourage the AC Transit District to expand transbay bus service to accommodate cumulative demand and would further encourage the MTC to provide funding for such a service expansion and support the District in its request for funding from other sources. The Port Commission recommends that AC Transit and the MTC implement this measure. **(North/South)**

2. Air Quality

F.4 **Meteorological Station.** Measures F.4.a - F.4.g provide for a meteorology station in the Plan Area. If the station is sited in the UCSF site, implementation of these measures will be within the jurisdiction of The Regents. Regardless of its location, the BAAQMD will also have a role in implementing this measure. The Port Commission recommends that The Regents, as necessary, and the BAAQMD implement these measures. **(South)**

F.5 **Dry Cleaning Facilities.** This measure prohibits dry cleaning facilities in residential areas and provides design and construction requirements to reduce impacts from toxic air contaminants. This measure will require consultation with the BAAQMD. The Port Commission recommends that the BAAQMD participate in implementation of this measure. **(North/South)**

F.6 **Child-Care Buffer Zones.** This measure requires consultation of pre-school and child care centers with the BAAQMD regarding the locations of their operations. The Port Commission recommends that the BAAQMD participate in the implementation of this measure. **(North/South)**

3. Contaminated Soils

J.1 **Risk Management Plan(s).** Measures J.1.a – J.1.o require the development and implementation of a Risk Management Plan or Plans ("RMP"). These measures would require implementation by the RWQCB. The Port Commission recommends that the RWQCB implement these measures. **(North/South)**

J.2 **Site-Specific Risk Evaluation.** This measure requires a site-specific risk evaluation for certain sensitive receptors. This measure would require implementation by the RWQCB. The Port Commission recommends that the RWQCB implement this measure. **(North/South)**

4. China Basin Channel Vegetation and Wildlife

L.1 **Salt Marsh Wetland Habitat Mitigation Plan.** This measure would require the preparation and implementation of a salt marsh wetland habitat mitigation plan. This measure would be implemented by the U.S. Army Corps of Engineers, the RWQCB and the San Francisco Bay Conservation and Development Commission ("BCDC"). The Port Commission recommends that the U.S. Army Corps of Engineers, the RWQCB and BCDC implement this measure. **(North/South)**

L.2 **Wetland Habitat Avoidance.** This measure would require the avoidance of salt marsh wetland habitat along the China Basin Channel shoreline during installation of suction inlets. This measure would require implementation by the U.S. Army Corps of Engineers, the RWQCB, and BCDC. The Port Commission recommends that the U.S. Army Corps of Engineers, the RWQCB and BCDC implement this measure. **(North/South)**

- Measure Proposed For Rejection

E.48 **UCSF Parking.** This measure would provide that parking at the UCSF site be provided at the same ratios as for similar uses in the remainder of the Plan Areas. This measure is rejected for the reasons set forth below in Section V.D. **(South)**

D. MEASURES WITHIN THE JURISDICTION OF THE REGENTS

The Regents are the lead agency under CEQA with respect to UCSF's development of the major new site in the Plan Area. Once Catellus and the City transfer land to UCSF, the UCSF site will be owned by The Regents and developed by The Regents for educational purposes, and will therefore be exempt from local land use regulation. Accordingly, implementation of the mitigation measures related to development of the UCSF site are within the jurisdiction of The Regents. The FSEIR included analysis of the impacts of the development of the new UCSF site in Mission Bay, previously analyzed in the UCSF LRDP FEIR and approved by The Regents, in order to provide a comprehensive analysis of the Project.

The Port Commission has reviewed the UCSF LRDP and the mitigation measures and findings adopted by The Regents on January 17, 1997 with respect to the UCSF LRDP FEIR as it relates to the UCSF site at Mission Bay (the "LRDP Findings") and has determined that development of the UCSF site will incorporate all of the applicable mitigation measures proposed by the FSEIR, except for mitigation measure E.48, in one of three ways: (1) UCSF has already adopted equivalent mitigation measures as part of its LRDP FEIR findings; (2) UCSF has adopted policies, procedures, practices and requirements which achieve substantially the same level of mitigation as required in the potentially applicable FSEIR mitigation measures as set forth below; or, (3) UCSF has agreed to implement certain mitigation measures contained in the FSEIR not explicitly addressed by the LRDP FEIR. A description of how the applicable mitigation measure will be implemented in substantially the

same form, and achieve the same result, as the mitigation measure proposed in the FSEIR follows.

D.1 **Lighting and Glare.** UCSF LRDP FEIR Measure 12L1-3 was adopted in the LRDP Findings. It is substantially similar to FSEIR Measure D.1 and would reduce any lighting and glare impacts addressed by that measure to a level of insignificance.

D.3-D.6 **Archeological Resources.** Measure 12M4-2 was adopted in the LRDP Findings. It is substantially similar to FSEIR Measures D.3-D.6 and would reduce archeological impacts addressed by those measures to a level of insignificance.

D.7 **Wind Studies.** The UCSF LRDP FEIR does not contain any substantially equivalent measures to FSEIR Measure D.7. Compliance with this measure would be consistent with the UCSF LRDP goals and objectives for the UCSF site as follows: "Physical development at the new site would follow established parameters of local master plans and zoning codes for the site and surrounding area to the maximum extent feasible, including guidelines related to building scale, proportion and setbacks, to promote compatibility between UCSF and neighboring uses." UCSF LRDP, pages 167-68. Compliance with these goals and objectives will ensure that no new or increased significant environmental impacts will occur.

D.8 **D.8.Shadows.** The UCSF LRDP FEIR does not contain any substantially equivalent measures to FSEIR Measure D.8. Compliance with this measure would be consistent with the UCSF LRDP goals and objectives for the UCSF site as follows: "Physical development at the new site would follow established parameters of local master plans and zoning codes for the site and surrounding area to the maximum extent feasible, including guidelines related to building scale, proportion and setbacks, to promote compatibility between UCSF and neighboring uses." UCSF LRDP, pages 167-68. Compliance with these goals and objectives will ensure that no new or increased significant environmental impacts will occur.

E.47 **Transportation System Management Plan.** Measure 12C4-1 was adopted in the LRDP Findings. It is substantially similar to FSEIR Measure E.47 and would result in a similar contribution to reduction of significant impacts.

E.48 **Parking Ratios.** The LRDP identifies a greater number of parking spaces than is applied to other similar uses in the Mission Bay area. UCSF plans to monitor its needs and uses and provide the necessary amount of parking for its demand. There is no other policy or commitment to implement this measure as set forth in the FSEIR.

F.1 **TSM Measures.** Measures 12C4-1 and 12D4-2 were adopted in the LRDP Findings. These measures would implement the portions of Measure F.1 which contemplate direct UCSF participation. They are substantially similar to FSEIR Measure F.1 and would result in a similar contribution to reduction of significant impacts.

F.2 **Construction PM_{10} Measures.** Measure 12D1-1 was adopted in the LRDP Findings. It is substantially similar to FSEIR Measure F.2 and would result in a similar contribution to the reduction in significant impacts.

F.3 **Toxic Air Contaminants.** The UCSF LRDP FEIR does not contain a substantially similar mitigation measure to FSEIR Measure F.3. However, UCSF has an existing process implemented through its Department of Environmental Health and Safety, which oversees new sources of air contaminants and permit compliance. Because UCSF has a stated policy, as discussed in the FSEIR, of keeping the incremental cancer risk from stationary sources of toxic emissions from its facilities at a particular site within the 10-in-1-million emissions standard and a hazard index of less than 1, the existing UCSF policy and procedure is substantially similar to FSEIR Measure F.3 and would result in a similar contribution to the reduction in significant impacts.

F.5 **Drycleaning Facilities.** The UCSF LRDP FEIR does not identify an equivalent measure to FSEIR Measure F.5. The UCSF LRDP does not contemplate inclusion of drycleaning facilities with on-site operations, nor does it contemplate residential uses on the UCSF site. Therefore, the LRDP contemplates compliance with this measure.

F.6 **Child Care Buffer Zones**. The UCSF LRDP FEIR does not contain a substantially similar mitigation measure to FSEIR Measure F.3. UCSF has indicated that it would apply a number of siting criteria in locating a childcare center at its Mission Bay site, which focus on the convenience, safety and security of childcare staff, parents and children. In addition, the location would be assessed for potential health risk effects from toxic air contaminant emissions. The UCSF LRDP FEIR adopted, as its standard of significance, the BAAQMD significance criteria of incremental cancer risk of 10-in-1 million for the sum total of operational stationary sources at the UCSF site. UCSF intends to keep within the 10-in-1 million emission standard. A screening level health risk assessment would be prepared at the time UCSF requires additional project - specific environmental review. The assessment would identify, in particular, the location of any childcare center at the Mission Bay site and assess the potential effects on receptors. UCSF has stated it will work with the BAAQMD as necessary to keep site risks below BAAQMD thresholds of significance. Therefore, UCSF has existing policies and procedures substantially similar to those described in FSEIR Measure F.6, which would result in similar contribution to the reduction in significant impacts.

G.1 **Noise Reduction and Pile Driving.** Measure 12E1-1 was adopted in the LRDP Findings. It is substantially similar to FSEIR Measure G.1 and would reduce noise impacts addressed by that measure to a level of insignificance.

H.1 **Heavy Equipment Storage.** The UCSF LRDP FEIR did not identify an equivalent measure to FSEIR Measure H.1. However, Measure H.1 is intended to apply on a Plan Area-wide basis, rather than to any specific use. The City can implement this measure easily, using non-UCSF property, and still meet the requirements of the measure. Accordingly, further implementation of this measure by UCSF is not necessary to avoid significant impacts on seismicity.

H.2, H.3 **Emergency Preparedness and Emergency Response.** The UCSF LRDP FEIR did not contain substantial equivalent measures to FSEIR Measures H.2 and H.3. However, UCSF has a substantially similar policy and procedure. UCSF has indicated it would include the Mission Bay site in the UCSF Emergency Operations Plan, effective July 1991. The Emergency Plan outlines management systems, management organization and planned response to emergency situations. In addition, it includes areas of responsibility such as medical care, communications and hazardous materials, containment and law enforcement. The Operations Plan provides for coordination and integrated response to major emergency and disasters and is coordinated with a number of local and regional emergency response units, including the Mayor's Office of Emergency Services. UCSF will work with other property owners in the area to ensure coordination and consistency of the Emergency Operations Plan with any other emergency plans for the area. This University policy is substantially similar to FSEIR Measures H.2 and H.3, and would similarly reduce any emergency preparedness and response impacts addressed by these measures to a level of insignificance.

H.7 **Corrosivity.** UCSF is subject to the comprehensive University Policy on Seismic Safety, which was designed to insure that appropriate engineering and design for structures that would be founded on soils that are likely to collapse or subside, or that exhibit expansive characteristics that could damage foundations or structures would be implemented. This policy is substantially similar to FSEIR Measure H.7 and would similarly reduce any potential seismicity impacts addressed by that measure to a level of insignificance.

I.1 **Biohazardous Materials.** The UCSF LRDP FEIR does not contain a substantially equivalent measure to FSEIR Measure I.1. However, UCSF accepts federal funding which requires adherence to the procedures contained in those measures, and, as a matter of institutional policy, adheres to applicable guidelines related to the use of biohazardous materials. Therefore, UCSF's policy is substantially equivalent to FSEIR Measure I.1 and would similarly reduce any impacts addressed in that measure to a level of insignificance.

I.2-I.3 **Biohazardous Materials.** The UCSF LRDP FEIR does not contain a substantially equivalent measure to FSEIR Measures I.2-I.3. However, UCSF has indicated that it will comply with FSEIR Measures I.2-I.3. Therefore, there are no significant environmental impacts associated with these measures.

J.1, J.2 **Risk Management Plan and Site-Specific Risk Evaluation.** Measure 12F4-1 was adopted in the LRDP Findings. In addition, The Regents and Catellus Development Corporation have entered into an agreement which provides for the remediation of the UCSF site through the implementation of Risk Management Plan(s) as called for in FSEIR Measures J.1 and J.2. . Accordingly, Measure 12F4-1 and the UCSF/Catellus RMP agreement are substantially equivalent to Measures J.1 and J.2 and would reduce any impacts associated with Measures J.1 and J.2 to a level of insignificance.

K.1 Stormwater Pollution Prevention Program. Measure 12H1-1 was adopted in the LRDP Findings. It is substantially equivalent to FSEIR Measure K.1 and would similarly reduce any impact associated with that measure to a level of insignificance.

K.2 Sanitary Sewage Quality. The UCSF LRDP FEIR does not identify an equivalent measure to FSEIR Measure K.2. However, UCSF currently participates in the City's Water Pollution Prevention Program and the City acts as a state agency in its implementation of the Water Pollution Prevention Program; accordingly, the program contemplated under FSEIR Measure K.2 would apply to UCSF.

K.5 Stormwater Program. Measure 12H1-1 was adopted in the LRDP Findings. It is substantially similar to Measure K.5 and would similarly reduce any impacts associated with that measure to a level of insignificance.

K.6 Structure, Placement and Design to Minimize Dangers of Flooding. Measure 12H4-4 was adopted in the LRDP Findings. This measure is substantially similar to FSEIR Measure K.6 and would similarly reduce any impacts associated with that measure to a level of insignificance.

M.2 Water Conservation. Measure M.2 includes water conservation in buildings and landscaping. The UCSF LRDP FEIR does not contain a substantially similar measure. However, UCSF has indicated it would include the Mission Bay site in its policy on energy conservation. As described in the UCSF LRDP FEIR, UCSF must conform to the California Code of Regulations, Titles 20 and 24 to establish conservation standards in new buildings. In addition, UCSF has adopted a resource conservation policy (as revised 2-1-97) to improve the efficiency of all resource consumption and improve the environment in all existing facilities. This policy is substantially similar to Measure M.2 and would similarly reduce any impacts associated with that measure to a level of insignificance.

With respect to the foregoing, the Port Commission finds that the mitigation measures have already been adopted by The Regents, will be applied to development of the UCSF site in Mission Bay, and will mitigate the impacts identified in the FSEIR. Accordingly, the Port Commission finds that The Regents, having jurisdiction over development and operation of the UCSF site, have adopted substantially equivalent measures. There are no new or substantially more severe impacts resulting from partial rejection of these mitigation measures because The Regents are otherwise imposing them on the UCSF site in Mission Bay in substantially equivalent form.

To the extent that the language of the mitigation measures applying to development of the UCSF site appears in slightly modified form either in the LRDP EIR mitigation measures or in UCSF policies and procedures, the Port Commission partially rejects the mitigation measures as set forth in the FSEIR as infeasible for the three reasons set forth above, because UCSF needs to retain control of, and flexibility in, development of the new UCSF site over an extended period of time, and because the City has minimal ability to enforce the mitigation measures as proposed in the FSEIR. Moreover, development of the UCSF site is a major

objective of the City and essential to the successful development of the Mission Bay Plan Areas.

With respect to mitigation measure E.48, which The Regents have not already adopted, the Port Commission rejects its adoption for the following reasons. First, UCSF has made its own computation of parking needs for the UCSF site based on its own experience and its absence of control over the extension of transit facilities in the area. Second, the LRDP FEIR reflects UCSF's plans to limit parking supply to the amount actually needed based on the timing and effectiveness of the City's proposed transit services and UCSF's Transportation Demand Management (TDM) program. Third, UCSF is not willing to reduce planned parking below expected needs until it is demonstrated not to be required due to success of alternative modes. Finally, given the importance of UCSF to the Project, as discussed above in the objectives of the Project and in the Statement of Overriding Considerations below, the Port Commission does not wish to undermine the potential viability of UCSF's plans by seeking the adoption of this mitigation measure.

The Port Commission finds that rejection of mitigation measure E.48 will not result in any new significant impacts not identified in the FSEIR. Measure E.48 is identified as a part of a Transportation System Management program, which includes measures E.46-E.50. The FSEIR concluded that even with imposition of all of these measures, unavoidable significant environmental impacts with respect to transportation and air quality could still occur. Although provision of parking in ratios greater than applicable to other portions of Mission Bay could encourage more people to drive, and thus contribute to that unavoidable significant impact, the impact is identified and addressed in the FSEIR and these findings.

E. ADOPTION OF A MITIGATION MONITORING AND REPORTING PROGRAM

The Port Commission hereby adopts a Mitigation Monitoring and Reporting Program as required by Section 21081.6 of the Public Resources Code. This Mitigation Monitoring and Reporting Program is attached hereto as Exhibit 1 and incorporated herein by reference. The purpose of this program is to determine the stage at which each of the adopted mitigation measures must be imposed in order to ensure that the measure is carried out by the responsible official or entity, or, if the obligation lies with a private entity, that the City or the Agency enforces the obligation.

F. LOCATION AND CUSTODIAN OF RECORD

The public hearing transcript, a copy of all letters received during the public review period, the administrative record, and background documentation for the FSEIR are located at the Planning Department, 1660 Mission Street, San Francisco. The Planning Department is the custodian of record (contact Dorothy Jaymes in the Planning Department).

VI. SIGNIFICANT ENVIRONMENTAL IMPACTS

The Project includes many aspects and features that reduce or eliminate environmental impacts which could otherwise be significant. The mitigation measures will further reduce significant

environmental impacts. Some significant and unavoidable impacts remain and are listed below:

- project and cumulative traffic intersection impacts, primarily affecting intersections at or near I-280 and I-80 and the South of Market Area
- cumulative bridge on-ramp impacts (lengthening of peak congestion)
- project and cumulative regional air quality impacts from increased vehicular emissions, e.g. exceedence of BAAQMD's significance threshold for reactive organic gases and oxides of nitrogen, which are ozone precursors, and for particulate matter
- potentially significant project impacts from toxic air contaminants from mobile sources, from individual stationary sources (because adequate buffers between potential stationary sources and sensitive receptors cannot be shown), from the combined risk due to emissions from multiple facilities, and from cumulative risks (from the Project and other sources)
- cumulative hazardous waste generation and disposal impacts
- cumulative water quality impacts (although the project's contribution to cumulative water quality analysis could be reduced to less-than-significant levels if mitigation measures are imposed)

The significant, unavoidable impacts listed in the FSEIR and recited above assume implementation by the City agencies and other agencies of the mitigation measures recommended for adoption herein to reduce potentially significant impacts. The Port Commission has made a determination that these measures can and should be implemented by City agencies and other agencies. In so determining, the Port Commission has found that the measures to be implemented by the City are feasible and implementable through the Project Approvals, supported by the analysis of the Fiscal and Economic report dated August 24, 1998 prepared by the Sedway Group. Moreover, the Port Commission has determined that measures within the jurisdiction of non-City agencies are generally implementable through the normal course of review and enforcement activities by such agencies and through the exercise of their statutory authority. Measures within the jurisdiction of UCSF are specifically addressed, and Port Commission has determined that UCSF has generally adopted equivalent mitigation measures as part of its UCSF LRDP approval equivalent to those described in the FSEIR, or has adopted policies, procedures, practices and/or requirements which achieve substantially the same level of mitigation as required in any potentially applicable mitigation measures recommended for adoption herein.

However, to the extent that the mitigation measures within the jurisdiction of other City agencies and non-City agencies, including UCSF, are not adopted, one or more of the following additional significant impacts could occur, depending on the nature of the mitigation measure(s) that is/are not implemented: additional and increased impacts on the transportation and circulation systems; air quality; contaminated soils and groundwater; seismic hazards; the historical resource; and, vegetation and wildlife. There are no specific, feasible mitigation measures available to the Project, other than those identified in the FSEIR, to reduce these impacts to a level of insignificance.

For the reasons above, the Port Commission finds that the Project incorporates all feasible mitigation measures and has eliminated or substantially lessened all significant effects on the environment where feasible. The remaining effects listed above are found by the Port Commission to be acceptable due to the overriding considerations set forth below.

VII. STATEMENT OF OVERRIDING CONSIDERATIONS

Notwithstanding the significant effects noted above, pursuant to CEQA Section 21081(b), the CEQA Guidelines and Chapter 31 of the San Francisco Administrative Code, the Port Commission finds, after considering the FSEIR and the evidence in the record, that specific overriding economic, legal, social and other considerations, as set forth below, outweigh the unavoidable significant effects on the environment of the Project and that the unavoidable impacts are therefore acceptable. In addition, the Port Commission finds that those Project Alternatives, Variants and Mitigation Measures, either partially or totally rejected, are also rejected for the following economic, social or other considerations, in and of themselves, in addition to the specific reasons discussed in Articles IV and V, above.

1. The Project would eliminate blighting influences and correct environmental deficiencies in the Plan Area through a comprehensive plan for redevelopment, including the implementation of Risk Management Plans to address environmental deficiencies.

2. The Project includes a series of detailed design standards and guidelines which will ensure a quality urban design scheme.

3. The Project includes the important ability to retain and promote, within the City and County of San Francisco, academic and research activities associated with UCSF through the provision of a major new site for UCSF.

4. The retention of UCSF through the Project will provide great incentive for emerging commercial-industrial sectors, including employment opportunities for highly trained workers associated therewith, to emerge or expand due to their proximity to the UCSF new site.

5. The Project enables the achievement of an implementable mixed-use development plan incorporating many features which would not be achieved if the area were to be developed in a piecemeal fashion under existing land ownership patterns and regulations.

6. The Project would strengthen the community's supply of housing by facilitating economically feasible, affordable housing through installation of needed site improvements and expansion or improvement of the housing supply by the construction of approximately 6,090 housing units, including approximately 1,700 affordable housing units which will assist in addressing the critical housing shortage identified on the City's General Plan Residence Element.

7. The Project would strengthen the economic base of the Plan Area and the community by strengthening retail and other commercial functions in the Plan Area through the addition of approximately 863,600 leasable square feet of retail space, a 500-room hotel and associated uses and about 5,953,000 leasable square feet of mixed office, research and development and light manufacturing uses.

8. The Project is anticipated to result in significant positive fiscal impacts to the City. These impacts include a cumulative surplus to the City's General Fund of about $405 million in 1998 dollars. Another approximately $117 million in net revenues will accrue to other City funds with dedicated uses, such as senior programs, hotel tax funds (including grants for the arts, fine art museums, visitors and convention services and housing), the Department of Public Works and MUNI. The San Francisco Unified School District is projected to receive a net cumulative surplus of about $5 million.

9. The development proposed by the Project will also have significant positive economic impacts on the City. At full build-out, employment at Mission Bay is expected to be about 31,100. Direct and indirect job generation is estimated to be about 42,000. About fifty-six percent of the direct and indirect jobs are expected to be held by San Francisco residents. The estimated total of 23,600 will comprise about 5% of all jobs held by City residents. Project-related construction employment is projected to total 700 annual full-time equivalent jobs over the build-out period, representing a five percent increase in the City's construction job industry base. The employees working at Mission Bay are expected to generate total household wealth of about $1.5 billion annually. Total direct and indirect wages are expected to be $2.15 billion, of which $1.2 billion is expected to be earned by San Franciscans.

10. The Project provides a comprehensive system for diversity and economic development including good faith efforts to meet goals for hiring minority- and women-owned consulting and contracting businesses, hiring of minority and women laborers, compliance with prevailing wage policies, participation in the City's "First Source Hiring Program" for economically disadvantaged individuals, and contribution of $3 million to the City to help fund the work force development program. The Project also includes the payment of fees for childcare and school facilities.

11. The Project includes the opportunity for substantial new publicly accessible open spaces totaling approximately 49 acres, including a large Bayfront park and open space on both edges of the Channel.

12. The Project includes an Amended and Restated Port Land Transfer Agreement which provides an opportunity for more efficient Port container cargo operations by adding substantial acreage to the Port's container facility at Pier 80 in exchange for under-utilized Port property within the Plan Area. Under the Amended and Restated City Land Transfer Agreement, the City will

be provided with a usable assemblage of land in exchange for currently relatively unusable City property.

13. The Project includes significant new infrastructure, including a comprehensive vehicular, bicycle and pedestrian circulation system, which could not be achieved through piecemeal development. The public infrastructure will include over 33,000 lineal feet of public streets, 157,000 lineal feet of pipes, 20 traffic signals, 49 acres of open space and demolition of the abandoned I-280 freeway stub, plus additional substantial infrastructure as described in the Mission Bay North and Mission Bay South Infrastructure Plans.

14. This new infrastructure included in the Project will be financed through a self-taxing financing device to be imposed upon Catellus. If the Project generates new property tax revenue, then sixty percent of that new revenue will be dedicated to retiring Catellus' taxes which initially will finance the infrastructure to be donated to the City. This system will allow for substantial infrastructure to be constructed without contributions from the General Fund or new taxes on other areas of the City.

15. In addition to benefits of tax increment for infrastructure, any additional tax increment generated by the Project will be dedicated to the City's creation of affordable housing in Mission Bay.

EXHIBIT 1

MISSION BAY FSEIR

MITIGATION MONITORING AND REPORTING PROGRAM

INTRODUCTION

Assembly Bill (AB) 3180 was enacted by the State Legislature to provide a mechanism to ensure that mitigation measures adopted through the California Environmental Quality Act (CEQA) process are implemented in a timely manner and in accordance with the terms of project approval. Under AB 3180, local agencies are required to adopt a monitoring or reporting program "designed to ensure compliance during project implementation."

The Mission Bay FSEIR Mitigation Monitoring and Reporting Program ("Mitigation Monitoring Program"), pursuant to AB 3180 and CEQA section 21081.6 and CEQA Guidelines Section 15091, provides the basic framework through which adopted mitigation measures will be monitored to ensure implementation. The full text of the measures as they appear in the FSEIR is contained in Exhibit 2 to the Mission Bay CEQA Findings.

ORGANIZATION

The Mission Bay Mitigation Monitoring Program is organized in a table format, keyed to each adopted FSEIR mitigation measure. For each measure, the table:

1) identifies whether the measure applies to Mission Bay North and/or Mission Bay South (see FSEIR text for more specific information regarding allocation);
2) lists the mitigation measure;
3) specifies the party responsible for implementing the measure;
4) establishes a schedule for mitigation implementation;
5) assigns mitigation monitoring responsibility; and
6) establishes monitoring actions and a schedule for mitigation monitoring.

IMPLEMENTATION

Where the implementing party is "Owner," that term has the meaning set forth in the Mission Bay North or Mission Bay South Owner Participation Agreement between the San Francisco Redevelopment Agency ("Agency") and Catellus Development Corporation, as applicable. Where Owner is listed as the party responsible for implementation, responsibility is allocated to the Owner only as applicable with respect to Owner Improvements as defined in the Mission Bay North and Mission Bay South Owner Participation Agreements. The term "other developers" shall refer to any owner, developer or tenant, as applicable, other than Owner, including the Agency and the City, which may be constructing or operating a project in Mission Bay North or Mission Bay South.

While the Mitigation Monitoring Program generally outlines the actions, responsibilities, and schedule for mitigation monitoring, it does not attempt to specify the detailed procedures to be used to verify implementation (e.g., interactions between the Agency and City departments, use of private consultations, signed-off on plans, certification by project sponsors, site inspections, etc.). Specific monitoring procedures are either contained in approval documents or will be developed at a later date, closer to the time the mitigation measures will actually be implemented. Tables 1-3 (for both the North and South Plan Areas) attached to Exhibit 1 contain cumulative development thresholds that would trigger certain transportation improvements. As described in the Mission Bay North and Mission Bay South Infrastructure Plans, Infrastructure, including transportation improvements, generally would be constructed coincident with adjacent

development. However, some key intersections and street segments could reach congested conditions before development occurs on sites adjacent to those intersections or street segments out of the typical adjacency phase. Therefore, thresholds contained in Tables 1-3 attached to Exhibit 1 have been established for transportation infrastructure. Additional information regarding this process and the thresholds is provided in the Infrastructure Plans.

The majority of the measures will be monitored primarily by the Agency, the Department of Public Works ("DPW") and/or the Department of Building Inspection ("DBI") as part of the plan review, or review of subdivision and parcel maps, and/or site permit processes. Where the terms Project, Major Phase, Certificate of Occupancy and Infrastructure are used herein, those terms have the meaning and content set forth in the Mission Bay North and Mission Bay South Owner Participation Agreements. Where the term "site permit" is used herein, it shall refer to the applicable building or site permit or appropriate addendum thereto.

Tables 1-3 (North Plan Area)

MITIGATION MONITORING AND REPORTING PROGRAM

TABLE 1. MISSION BAY PM PEAK HOUR VEHICLE TRIP GENERATION RATES

Project Areas	Land Use Type	PM Peak Hour Vehicle Trip Rate
Mission Bay North	Retail	1.36 per ksq. ft.
	Restaurant	6.02 per ksq. ft.
	Residential	0.75 per d.u.
	Movie Theater	0.06 per seat
Mission Bay South	Retail	2.00 per ksq. ft.
	Hotel	0.27 per room
	Residential	0.81 per d.u.
	Office	0.95 per ksq. ft.
	Research & Development	0.59 per ksq. ft.
	Large Retail	4.50 per ksq. ft.
UCSF Campus	UCSF	0.61 per ksq. ft.
	School	0.05 per student

Notes:
ksq. ft. = 1,000 square feet
d.u. = dwelling unit

Source: Table VI.1, p. VI.8, Volume II, Draft Mission Bay Subsequent Environmental Impact Report

TABLE 2. MISSION BAY NORTH: INTERSECTION IMPROVEMENT THRESHOLDS BASED ON CUMULATIVE PROJECT PM PEAK HOUR VEHICLE TRIPS*

Intersection	Measure	Mission Bay PM Peak Hour Vehicle Trips
Third/King	Reconfigure signal & widen street.	5,500
Fourth/King[1]	Reconfigure signal & widen street.	5,500
Fifth/King	Narrow median & reconfigure signal.	8,200[2]
Third/Berry	New signal & restripe street.	5,500
Seventh/Berry	Restripe street.	14,200[3]
Third/Townsend	Restripe street.	10,400[2]
Seventh/Townsend	Restripe street.	8,200[2]
Eighth/Townsend	Intersection reconstruction.	8,200[2]
Fourth/Berry[1]	Reconfigure signal.	14,200[3]

* When Mission Bay development reaches a level that produces the number of p.m. peak hour project vehicle trips shown, the intersection would need to include the measures shown in order to maintain an acceptable level of service.

[1] Improvements may be needed before the vehicle threshold indicated because of conformity with MUNI Third Street Light Rail extension construction.

[2] May include development of up to 460,000 square feet of commercial/industrial, 40,000 square feet of city-serving retail and 90 dwelling units which are not part of the Owner Project in the South Plan Area.

[3] May include development of up to 1,064,000 square feet of commercial/industrial, 90,000 square feet of city-serving retail and 90 dwelling units which are not part of the Owner Project in the South Plan Area.

Source: Table VI.2, p.VI.13 and Table VI.4, p.VI.21, Volume II, Draft Mission Bay Subsequent Environmental Impact Report

TABLE 3. MISSION BAY NORTH: STREET SEGMENT IMPROVEMENT THRESHOLDS BASED ON CUMULATIVE PROJECT PM PEAK HOUR VEHICLE TRIPS*

Street Segment	PM Peak Hour Vehicle Trips
King Street (eastbound) between Fourth and Fifth Streets	5,500
King Street (westbound) between Fifth and Berry Streets	5,500
Third Street between Berry and King Streets	5,500
Fourth Street between Townsend Street and Peter Maloney Bridge[1]	5,500
Berry Street extension to The Common	8,200[2]

* When Mission Bay development reaches a level that produces the number of p.m. peak hour project vehicle trips shown, the intersection would need to include the measures shown in order to maintain an acceptable level of service.

[1] Improvements may be needed before the time indicated because of conformity with MUNI Third Street Light Rail extension construction.

[2] May include development of up to 460,000 square feet of commercial/industrial, 40,000 square feet of city-serving retail and 90 dwelling units which are not part of the Owner Project in the South Plan Area.

Source: Table VI.3, p.VI.16, Volume II, Draft Mission Bay Subsequent Environmental Impact Report

Tables 1-3 (South Plan Area)

MITIGATION MONITORING AND REPORTING PROGRAM

TABLE 1. MISSION BAY PM PEAK HOUR VEHICLE TRIP GENERATION RATES

Project Areas	Land Use Type	PM Peak Hour Vehicle Trip Rate
Mission Bay North	Retail	1.36 per ksq. ft.
	Restaurant	6.02 per ksq. ft.
	Residential	0.75 per d.u.
	Movie Theater	0.06 per seat
Mission Bay South	Retail	2.00 per ksq. ft.
	Hotel	0.27 per room
	Residential	0.81 per d.u.
	Office	0.95 per ksq. ft.
	Research & Development	0.59 per ksq. ft.
	Large Retail	4.50 per ksq. ft.
UCSF Subarea	UCSF	0.61 per ksq. ft.
	School	0.05 per student

Notes:
ksq. ft. = 1,000 square feet
d.u. = dwelling unit

Source: Table VI.1, p. VI.8, Volume II, Draft Mission Bay Subsequent Environmental Impact Report.

TABLE 2. MISSION BAY SOUTH: INTERSECTION IMPROVEMENT THRESHOLDS BASED ON CUMULATIVE PROJECT P.M. PEAK HOUR VEHICLE TRIPS*

Intersection	Measure	Mission Bay PM Peak Hour Vehicle Trips
Third/The Common[1]	New signal.	10,400[4]
Third/South[1]	New signal.	8,200[4]
Third/Owens[1]	New signal.	8,200[4]
Third/16th	Reconfigure signal & widen street.	8,200[4]
Third/Mariposa[3]	Reconfigure signal & widen street.	14,200[5]
Fourth/Owens[1]	New signal.	8,200[4]
Fourth/South	New signal.	8,200[4]
Fourth/16th	New signal.	8,200[4]
Fourth/Mariposa	New signal.	8,200[4]
Seventh/16th	New signal & restripe street.	5,500
Owens/16th	New signal.	10,400[4]
Owens/Mariposa/I-280 Off-ramp	Reconfigure signal.	5,500
I-280 On-ramp/Mariposa	New signal.	10,400[4]
Vermont/16th	New signal.	2,600
Potrero/16th	Restripe street.	8,200[4]
Seventh/Brannan	Restripe street.	15,400[5]
Seventh/The Common/Berry Connector[2]	New signal, railroad crossing, & restripe street.	8,200[4]

* When Mission Bay development reaches a level that produces the number of p.m. peak hour project vehicle trips shown, the intersection would need to include the measures shown in order to maintain an acceptable level of service.

[1] Improvements may be needed before the vehicle threshold indicated to conform with MUNI Third Street Light Rail extension construction.

[2] This Improvement would be triggered earlier if 2,300 p.m. peak hour vehicle trips were generated by Owner and UCSF development in Mission Bay South before a total of 8,200 p.m. peak hour vehicle trips were generated by all development in Mission Bay as a whole.

[3] Remove on-street parking and restripe within the existing right of way to provide two (2) lanes for the westbound approach and adjust signal timing by the end of a project development that produces 5,500 p.m. (evening) peak hour vehicle trips.

[4] May include development up to 460,000 square feet of commercial/industrial, 40,000 square feet of city-serving retail and 90 dwelling units which are not part of the Owner Project in the South Plan Area.

[5] May include development of up to 1,064,000 square feet of commercial/industrial, 90,000 square feet of city-serving retail and 90 dwelling units which are not part of the Owner Project in the South Plan Area.

Source: Table VI.2, p. VI.13 and Table VI.4, p. VI.21, Volume II, Draft Subsequent Environmental Impact Report.

TABLE 3. MISSION BAY SOUTH: STREET SEGMENT IMPROVEMENT THRESHOLDS BASED ON CUMULATIVE PROJECT P.M. (EVENING) PEAK HOUR VEHICLE TRIPS*

Street Segment	Mission Bay PM Peak Hour Vehicle Trips
Fourth Street between 16th and Mariposa Streets	8,200[3]
Fourth Street between 16th and South Streets	8,200[3]
Fourth Street between South Street and China Basin Channel Bridge	10,400[3]
Owens Street between Third and Fourth Streets[1]	10,400[3]
Owens Street between Fourth Street and The Common	14,200[4]
Owens Street between The Common and 16th Street	10,400[3]
Owens Street between 16th and Mariposa Streets	12,200[4]
Connection of Common Streets to Seventh Street[2]	8,200[3]
Third Street, south of 16th Street, approximately one-third the distance between 16th and Mariposa Streets	8,200[3]
Mariposa Street Caltrain Bridge Widening	10,400[3]
Mariposa Street between Caltrain Bridge and Fourth Street	12,200[4]
Mariposa Street between Fourth and Third Streets[5]	14,200[4]
Mariposa Street between Third Street and Terry A. François Boulevard	14,200[4]

* When Mission Bay development reaches a level that produces the number of p.m. (evening) peak hour project vehicle trips shown, the intersection would need to include the measures shown in order to maintain an acceptable level of service.

[1] Improvements may be needed earlier to conform with MUNI's Third Street Light Rail extension construction.

[2] This Improvement would be triggered earlier if 2,300 p.m. (evening) peak hour vehicle trips were generated by Owner and UCSF development in Mission Bay South before a total of 8,200 p.m. peak hour vehicle trips were generated by development in Mission Bay as a whole.

[3] May include development of up to 460,000 square feet of commercial/industrial, 40,000 square feet of city-serving retail and 90 dwelling units which are not part of the Owner Project in the South Plan Area.

[4] May include development of 1,064,000 square feet of commercial/industrial, 90,000 square feet of city-serving retail and 90 dwelling units which are not part of the Owner Project in the South Plan Area.

[5] This improvement requires the taking of an adjacent building which is subject to leaseholds. If the Improvement is triggered prior to redevelopment or leasehold termination, additional analysis may be warranted to avoid unnecessary condemnation proceedings.

Source: Table VI.2, p. VI.13 and Table VI.4, p. VI.21, Volume II, Draft Mission Bay Subsequent Environmental Impact Report.

Tables 1-3 (North Plan Area)

MITIGATION MONITORING AND REPORTING PROGRAM

TABLE 1. MISSION BAY PM PEAK HOUR VEHICLE TRIP GENERATION RATES

Project Areas	Land Use Type	PM Peak Hour Vehicle Trip Rate
Mission Bay North	Retail	1.36 per ksq. ft.
	Restaurant	6.02 per ksq. ft.
	Residential	0.75 per d.u.
	Movie Theater	0.06 per seat
Mission Bay South	Retail	2.00 per ksq. ft.
	Hotel	0.27 per room
	Residential	0.81 per d.u.
	Office	0.95 per ksq. ft.
	Research & Development	0.59 per ksq. ft.
	Large Retail	4.50 per ksq. ft.
UCSF Campus	UCSF	0.61 per ksq. ft.
	School	0.05 per student

Notes:
ksq. ft. = 1,000 square feet
d.u. = dwelling unit

Source: Table VI.1, p. VI.8, Volume II, Draft Mission Bay Subsequent Environmental Impact Report

TABLE 2. MISSION BAY NORTH: INTERSECTION IMPROVEMENT THRESHOLDS BASED ON CUMULATIVE PROJECT PM PEAK HOUR VEHICLE TRIPS*

Intersection	Measure	Mission Bay PM Peak Hour Vehicle Trips
Third/King	Reconfigure signal & widen street.	5,500
Fourth/King[1]	Reconfigure signal & widen street.	5,500
Fifth/King	Narrow median & reconfigure signal.	8,200[2]
Third/Berry	New signal & restripe street.	5,500
Seventh/Berry	Restripe street.	14,200[3]
Third/Townsend	Restripe street.	10,400[2]
Seventh/Townsend	Restripe street.	8,200[2]
Eighth/Townsend	Intersection reconstruction.	8,200[2]
Fourth/Berry[1]	Reconfigure signal.	14,200[3]

* When Mission Bay development reaches a level that produces the number of p.m. peak hour project vehicle trips shown, the intersection would need to include the measures shown in order to maintain an acceptable level of service.

[1] Improvements may be needed before the vehicle threshold indicated because of conformity with MUNI Third Street Light Rail extension construction.

[2] May include development of up to 460,000 square feet of commercial/industrial, 40,000 square feet of city-serving retail and 90 dwelling units which are not part of the Owner Project in the South Plan Area.

[3] May include development of up to 1,064,000 square feet of commercial/industrial, 90,000 square feet of city-serving retail and 90 dwelling units which are not part of the Owner Project in the South Plan Area.

Source: Table VI.2, p.VI.13 and Table VI.4, p.VI.21, Volume II, Draft Mission Bay Subsequent Environmental Impact Report

TABLE 3. MISSION BAY NORTH: STREET SEGMENT IMPROVEMENT THRESHOLDS BASED ON CUMULATIVE PROJECT PM PEAK HOUR VEHICLE TRIPS*

Street Segment	PM Peak Hour Vehicle Trips
King Street (eastbound) between Fourth and Fifth Streets	5,500
King Street (westbound) between Fifth and Berry Streets	5,500
Third Street between Berry and King Streets	5,500
Fourth Street between Townsend Street and Peter Maloney Bridge[1]	5,500
Berry Street extension to The Common	8,200[2]

* When Mission Bay development reaches a level that produces the number of p.m. peak hour project vehicle trips shown, the intersection would need to include the measures shown in order to maintain an acceptable level of service.

[1] Improvements may be needed before the time indicated because of conformity with MUNI Third Street Light Rail extension construction.

[2] May include development of up to 460,000 square feet of commercial/industrial, 40,000 square feet of city-serving retail and 90 dwelling units which are not part of the Owner Project in the South Plan Area.

Source: Table VI.3, p.VI.16, Volume II, Draft Mission Bay Subsequent Environmental Impact Report

Tables 1-3 (South Plan Area)

MITIGATION MONITORING AND REPORTING PROGRAM

TABLE 1. MISSION BAY PM PEAK HOUR VEHICLE TRIP GENERATION RATES

Project Areas	Land Use Type	PM Peak Hour Vehicle Trip Rate
Mission Bay North	Retail	1.36 per ksq. ft.
	Restaurant	6.02 per ksq. ft.
	Residential	0.75 per d.u.
	Movie Theater	0.06 per seat
Mission Bay South	Retail	2.00 per ksq. ft.
	Hotel	0.27 per room
	Residential	0.81 per d.u.
	Office	0.95 per ksq. ft.
	Research & Development	0.59 per ksq. ft.
	Large Retail	4.50 per ksq. ft.
UCSF Subarea	UCSF	0.61 per ksq. ft.
	School	0.05 per student

Notes:
ksq. ft. = 1,000 square feet
d.u. = dwelling unit

Source: Table VI.1, p. VI.8, Volume II, Draft Mission Bay Subsequent Environmental Impact Report.

TABLE 2. MISSION BAY SOUTH: INTERSECTION IMPROVEMENT THRESHOLDS BASED ON CUMULATIVE PROJECT P.M. PEAK HOUR VEHICLE TRIPS*

Intersection	Measure	Mission Bay PM Peak Hour Vehicle Trips
Third/The Common[1]	New signal.	10,400[4]
Third/South[1]	New signal.	8,200[4]
Third/Owens[1]	New signal.	8,200[4]
Third/16th	Reconfigure signal & widen street.	8,200[4]
Third/Mariposa[3]	Reconfigure signal & widen street.	14,200[5]
Fourth/Owens[1]	New signal.	8,200[4]
Fourth/South	New signal.	8,200[4]
Fourth/16th	New signal.	8,200[4]
Fourth/Mariposa	New signal.	8,200[4]
Seventh/16th	New signal & restripe street.	5,500
Owens/16th	New signal.	10,400[4]
Owens/Mariposa/I-280 Off-ramp	Reconfigure signal.	5,500
I-280 On-ramp/Mariposa	New signal.	10,400[4]
Vermont/16th	New signal.	2,600
Potrero/16th	Restripe street.	8,200[4]
Seventh/Brannan	Restripe street.	15,400[5]
Seventh/The Common/Berry Connector[2]	New signal, railroad crossing, & restripe street.	8,200[4]

* When Mission Bay development reaches a level that produces the number of p.m. peak hour project vehicle trips shown, the intersection would need to include the measures shown in order to maintain an acceptable level of service.

[1] Improvements may be needed before the vehicle threshold indicated to conform with MUNI Third Street Light Rail extension construction.

[2] This Improvement would be triggered earlier if 2,300 p.m. peak hour vehicle trips were generated by Owner and UCSF development in Mission Bay South before a total of 8,200 p.m. peak hour vehicle trips were generated by all development in Mission Bay as a whole.

[3] Remove on-street parking and restripe within the existing right of way to provide two (2) lanes for the westbound approach and adjust signal timing by the end of a project development that produces 5,500 p.m. (evening) peak hour vehicle trips.

[4] May include development up to 460,000 square feet of commercial/industrial, 40,000 square feet of city-serving retail and 90 dwelling units which are not part of the Owner Project in the South Plan Area.

[5] May include development of up to 1,064,000 square feet of commercial/industrial, 90,000 square feet of city-serving retail and 90 dwelling units which are not part of the Owner Project in the South Plan Area.

Source: Table VI.2, p. VI.13 and Table VI.4, p. VI.21, Volume II, Draft Subsequent Environmental Impact Report.

TABLE 3. MISSION BAY SOUTH: STREET SEGMENT IMPROVEMENT THRESHOLDS BASED ON CUMULATIVE PROJECT P.M. (EVENING) PEAK HOUR VEHICLE TRIPS*

Street Segment	Mission Bay PM Peak Hour Vehicle Trips
Fourth Street between 16th and Mariposa Streets	8,200[3]
Fourth Street between 16th and South Streets	8,200[3]
Fourth Street between South Street and China Basin Channel Bridge	10,400[3]
Owens Street between Third and Fourth Streets[1]	10,400[3]
Owens Street between Fourth Street and The Common	14,200[4]
Owens Street between The Common and 16th Street	10,400[3]
Owens Street between 16th and Mariposa Streets	12,200[4]
Connection of Common Streets to Seventh Street[2]	8,200[3]
Third Street, south of 16th Street, approximately one-third the distance between 16th and Mariposa Streets	8,200[3]
Mariposa Street Caltrain Bridge Widening	10,400[3]
Mariposa Street between Caltrain Bridge and Fourth Street	12,200[4]
Mariposa Street between Fourth and Third Streets[5]	14,200[4]
Mariposa Street between Third Street and Terry A. François Boulevard	14,200[4]

* When Mission Bay development reaches a level that produces the number of p.m. (evening) peak hour project vehicle trips shown, the intersection would need to include the measures shown in order to maintain an acceptable level of service.

[1] Improvements may be needed earlier to conform with MUNI's Third Street Light Rail extension construction.

[2] This Improvement would be triggered earlier if 2,300 p.m. (evening) peak hour vehicle trips were generated by Owner and UCSF development in Mission Bay South before a total of 8,200 p.m. peak hour vehicle trips were generated by development in Mission Bay as a whole.

[3] May include development of up to 460,000 square feet of commercial/industrial, 40,000 square feet of city-serving retail and 90 dwelling units which are not part of the Owner Project in the South Plan Area.

[4] May include development of 1,064,000 square feet of commercial/industrial, 90,000 square feet of city-serving retail and 90 dwelling units which are not part of the Owner Project in the South Plan Area.

[5] This improvement requires the taking of an adjacent building which is subject to leaseholds. If the Improvement is triggered prior to redevelopment or leasehold termination, additional analysis may be warranted to avoid unnecessary condemnation proceedings.

Source: Table VI.2, p. VI.13 and Table VI.4, p. VI.21, Volume II, Draft Mission Bay Subsequent Environmental Impact Report.

EXHIBIT 2
MITIGATION MEASURES AS SET FORTH IN THE FSEIR

D. VISUAL QUALITY AND URBAN DESIGN

Lighting and Glare

D.1 Design parking structure lighting to minimize off-site glare. The design could include 45-degree cutoff angles on light fixtures to focus light within the site, and specifications that spill lighting from parking areas would be 0.25 foot-candle or less at 5 feet from the property line of the parking areas. Applies to individual sites within the Project Area. Applies to Mission Bay North and Mission Bay South.

Architectural Resources

D.2a Retain an architectural historian to prepare an evaluation of the architectural integrity and historical importance of Fire Station No. 30 prior to development on this site. If the building is determined to be eligible for the National Register, preserve, rehabilitate, and reuse the building in a manner that is consistent with the Secretary of the Interior's guidelines for historic preservation. Applies to Mission Bay South.

D.2b If Fire Station No. 30 is found to be eligible for the National Register, require the following mitigation measures to reduce (though not eliminate) the significant impact prior to demolition of the structure. Prepare a "Historical American Building Survey," including the precise recording of the structure through measurements, drawings, and photographs. Provide sufficient detail in the survey documentation so that after demolition, the historical structure could be reconstructed from the survey data. File copies of the records and documents with the appropriate federal, state, and city agencies. Include salvage and selective re-use of building materials in the mitigation program once the survey has been completed. Upon completion, provide a copy of the report to the San Francisco Planning Department, the President of the San Francisco Landmarks Preservation Advisory Board, and the Redevelopment Agency. Applies to Mission Bay South.

Archaeological Resources

D.3 Retain the services of an archaeologist, because of the strong possibility of encountering the remains of cultural or historic artifacts or features in the six historic resources areas. The Environmental Review Officer (ERO) in consultation with the President of the Landmarks Preservation Advisory Board (LPAB) and the archaeologist would determine: 1) whether the archaeologist should instruct all excavation and foundation crews on the project site of the potential for discovery of historic archaeological deposits and artifacts, and the procedures to be followed if such

materials are uncovered; and 2) prior to the commencement of foundation excavation, a program of archaeological testing.

Retain a qualified historic archaeologist to supervise a pre-foundation excavation testing program for each phase of Project Area development or each construction site, as appropriate, using a series of mechanical, exploratory borings or other testing methods determined by the archaeologist to be appropriate. A qualified historical archaeologist would supervise the testing in the six historic resource areas to determine the probability of finding cultural and historical remains. At the completion of the archaeological testing program, the archaeologist would submit a written report first and directly to the ERO and the President of the LPAB, with a copy to the project sponsor, which describes the findings, assesses their significance and proposes appropriate recommendations for any additional procedures necessary for the mitigation of adverse impacts to cultural resources determined to be significant.

Retain a certified archaeologist to supervise a program of on-site monitoring during site excavation in the six historic resource areas, following site clearance and pre-excavation testing. The certified archaeologist would record observations in a permanent log. Should cultural or historic artifacts be found following commencement of excavation activities, the archaeologist would assess the significance of the find, and immediately report to the ERO and the President of LPAB. Upon receiving the advice of the consultant and the LPAB, the ERO would recommend specific mitigation measures, if necessary. The monitoring program, whether or not there are finds of significance, would result in a written report to be submitted first and directly to the ERO and the President of the LPAB, with a copy to the project sponsor.

Suspend excavation or construction activities which might damage discovered cultural resources for a total maximum of four weeks over the course of construction at each site to permit inspection, recommendation and retrieval, if appropriate.

Implement an appropriate security program to prevent looting or destruction, if cultural resources of potential significance are discovered. Any discovered cultural artifact assessed as significant by the archaeologist upon concurrence by the ERO and the President of the LPAB would be placed in a repository designated for such materials or possibly exhibited in a public display. Following approval of the archaeological testing and monitoring program reports by the ERO and the President of LPAB, a final report would be sent to the California Archaeological Site Survey Office at Sonoma State University, the Foundation for San Francisco's Architectural Heritage and the State Office of Historic Preservation. The Office of Environmental Review would receive three final copies of the final archaeological findings report. Archaeological testing could be coordinated with other site investigations for geotechnical and toxic waste purposes.
Applies to Mission Bay North and Mission Bay South.

D.4 Develop archaeological exploration programs, consistent with Measure D.3, above, for pre-identified sensitive historic archaeologic areas that should include the following:

D.4a Define specific research parameters and prepare a written study plan in consultation with the ERO and LPAB prior to subsurface exploration, with emphasis on National Register determination of historical significance and the maximum retrieval of archaeological data;

D.4b Examine large-scale exposure of soil profiles;

D.4c Complete detailed field records, including photographs and drawings, to document subsurface soil profiles, archaeological deposits and integrity of such deposits; and

D.4d Complete a detailed report of findings to describe research and exploration methodologies, testing results, all archaeological findings and recommendations for resource management.
Applies to Mission Bay North and Mission Bay South.

D.5 Archival review suggests that depositional integrity of the late 19th-century city dump has been lost because of scavenging while the dump was in operation; however, important historical artifacts may still be present. Pre-construction archaeologic testing is therefore not recommended. Archaeological monitoring during construction would be the appropriate mitigation measure for that area. Therefore, retain the services of a qualified archaeologist. The ERO in consultation with the President of the LPAB and the archaeologist would determine whether the archaeologist should instruct all excavation and foundation crews in the area of the 19th-century city dump of the potential for discovery of cultural and historic artifacts or features. If such artifacts or features were uncovered, follow procedures described in Measure D.3 for suspension of construction activities, notification of the ERO and President of the LPAB, and development recovery measures, as appropriate.
Applies to Mission Bay North and Mission Bay South.

D.6 The entire Mission Bay Project Area has at least some sensitivity for the presence of unknown archaeological remains. Prehistoric cultural deposits could be encountered in three identified areas and unknown historical features, artifact caches and debris areas could be located anywhere in the Project Area. Follow procedures for instructing excavation crews, notifying the ERO and President of the LPAB, and developing recovery measures, as described in Measure D.3, above. In addition, in the event that prehistoric archaeological deposits are discovered, consult local Native American organizations. Dialogue with the ERO, LPAB and the archaeological consultant would take place in developing acceptable archaeological testing and excavation procedures, particularly in regard to the disposition of cultural materials and Native American burials.
Applies to Mission Bay North and Mission Bay South.

Pedestrian-Level Winds

D.7 Require a qualified wind consultant to review specific designs for buildings 100 feet or more in height for potential wind effects. The Redevelopment Agency would conduct wind review of high-rise structures above 100 ft. Wind tunnel testing would also be required unless, upon review by a qualified wind consultant, and with concurrence by the Agency, it is determined that the exposure, massing, and orientation of buildings are such that impacts, based on a 26-mile-per-hour hazard for a single hour of the year criterion, will not occur. The purpose of the wind tunnel studies is to determine design-specific impacts based on the above hazard criterion and to provide a basis for design modifications to mitigate these impacts. Projects within Mission Bay, including UCSF, would be required to meet this standard or to mitigate exceedances through building design.
Applies to Mission Bay North and Mission Bay South.

Shadows

D.8 The Redevelopment Plan documents would require analysis of potential shadows on existing and proposed open spaces during the building design and review process.

Measure is identified as a feature of the project on p. 13 in Appendix A, Initial Study.
Applies to Mission Bay North and Mission Bay South.

E. TRANSPORTATION

Traffic

Intersections

E.1 Third Street/King Street. Applies to Mission Bay North and Mission Bay South.

- E.1a Widen the northbound approach to provide an additional through lane on the west side of Third Street.
- E.1b Reconfigure the existing traffic signal.
- E.1c Install "Don't Block the Box" signs.

E.2 Third Street/Berry Street. Applies to Mission Bay North and Mission Bay South.

- E.2a Restripe the northbound approach to provide an additional through lane.
- E.2b Reconfigure the existing traffic signal.
- E.2c Install "Don't Block the Box" signs.

E.3 Third Street/Owens Street. Applies to Mission Bay South.

Install a new traffic signal.

E.4 Third Street/The Common. Applies to Mission Bay South.

Install new traffic signals.

E.5 Third Street/South Street. Applies to Mission Bay South.

Install a new traffic signal.

E.6 Third Street/16th Street. Applies to Mission Bay South.

E.6a Widen the northbound approach to provide two exclusive left-turn lanes.
E.6b Reconfigure the existing traffic signal.

E.7 Third Street/Mariposa Street. Applies to Mission Bay South.

E.7a Widen the eastbound approach to provide an additional through lane.
E.7b Widen and restripe the westbound approach to provide an exclusive left-turn lane and an additional through lane.
E.7c Reconfigure the existing traffic signal.

E.8 Fourth Street/King Street. Applies to Mission Bay North.

E.8a Widen the eastbound approach to provide an exclusive right-turn lane.
E.8b Reconfigure the existing traffic signal.
E.8c Install "Don't Block the Box" signs.

E.9 Fourth Street/Berry Street. Applies to Mission Bay North.

E.9a Restripe the westbound approach to provide an additional lane.
E.9b Restripe the northbound approach to provide an additional lane.
E.9c Reconfigure the existing traffic signal.
E.9d Install "Don't Block the Box" signs.

E.10 Fourth Street/Owens Street. Applies to Mission Bay South.

Install a new traffic signal.

E.11 Fourth Street/UCSF private street forming the western extension of South Street. Applies to Mission Bay South.

Install a new traffic signal.

E.12 Fourth Street/16th Street. Applies to Mission Bay South.

Install a new traffic signal.

E.13 Fourth Street/Mariposa Street. Applies to Mission Bay South.

E.13a Widen the eastbound and westbound approaches to provide exclusive left-turn lanes.

E.13b Install a new traffic signal.

E.14 Seventh Street/16th Street. Applies to Mission Bay South.

E.14a Remove on-street parking on all approaches.
E.14b Restripe the northbound and eastbound approaches to provide an additional through lane.
E.14c Restripe the southbound approach to provide an additional through lane and an exclusive left-turn lane.
E.14d Restripe the westbound approach to provide an additional through lane and a right-turn pocket.
E.14e Install a new traffic signal.
E.14f Provide the appropriate traffic warning devices for the Caltrain track crossing.

E.15 Owens Street/16th Street. Applies to Mission Bay South.

Install a new traffic signal.

E.16 Owens Street/Mariposa Street/I-280 Off-ramp. Applies to Mission Bay South.

E.16a Widen the eastbound approach to provide an exclusive left-turn lane.
E.16b Reconfigure the existing traffic signal.

E.17 I-280 On-ramp/Mariposa Street. Applies to Mission Bay South.

E.17a Widen the westbound approach to provide an exclusive left-turn lane.
E.17b Install a new traffic signal.

E.18 Seventh Street/The Common. Applies to Mission Bay South.

E.18a Install a new traffic signal.
E.18b Provide the appropriate traffic warning devices for the Caltrain railroad track at-grade crossing.

E.19 Fifth Street/King Street. Applies to Mission Bay North.

E.19a Narrow approximately 250 feet of the median on the westbound approach to provide an exclusive left-turn lane.
E.19b Restripe the I-280 off-ramp touchdown and narrow the median on the south side of King Street for a distance of about 300 feet beginning at the intersection with Fifth Street, to increase the number of eastbound lanes from the existing two to three.
E.19c Reconfigure the existing traffic signal.

<u>Street Segments</u>

E.21 Third Street. Applies to Mission Bay North and Mission Bay South.

E.21a Widen Third Street on the west side between Berry Street and King Street to accommodate the additional lanes described in Measure E.1.
E.21b Widen Third Street for approximately one-third the distance between Mariposa Street and 16th Street to accommodate the lane configuration described in Measure E.6.

E.21c In cooperation with MUNI and the Department of Public Works, reconfigure Third Street in the project area to accommodate the Third Street light rail transit median while maintaining two travel lanes in each direction and exclusive left-turn lanes at specific locations, as listed in Measure E.6 and E.7.

E.22 Mariposa Street. Applies to Mission Bay South.

Widen Mariposa Street between Terry A. François Boulevard and Pennsylvania Street, including the bridge over the Caltrain tracks.

E.23 Fourth Street. Applies to Mission Bay North and Mission Bay South.

E.23a Widen Fourth Street between China Basin Channel and King Street to accommodate the Third Street light rail tracks and a MUNI station platform between Berry and King Streets.

E.23b Extend Fourth Street southward, parallel to Third Street, to intersect with Mariposa Street at the existing intersection with Minnesota Street.

E.24 King Street. Applies to Mission Bay North.

E.24a Widen eastbound King Street between Fifth and Fourth Streets to accommodate the lane configurations for the Fourth Street/King Street intersection in Measure E.8.

E.24b Construct westbound King Street frontage road between Fifth Street and Berry Street.

E.25 Owens Street. Applies to Mission Bay South.

E.25a Construct Owens Street between Third and Fourth Streets, providing a median approximately 24 feet wide to accommodate the MUNI Third Street light rail line, with no on-street parking.

E.25b Construct Owens Street between Fourth Street and The Common, providing on-street parking on the north side of the street only.

E.25c Extend Owens Street northward from 16th Street to The Common, providing no on-street parking.

E.25d Construct Owens Street between 16th Street and Mariposa Street, providing no on-street parking.

E.26 North Common and South Common Streets connection to Seventh Street. Applies to Mission Bay South.

E.26a Construct an "at-grade" connection to Seventh Street across Caltrain tracks, in conjunction with Measure E.18 for the new intersection.

E.26b Prohibit parking at trolleybus stops for the 22-Fillmore line east of Third Street where bus line is extended.

Transit

E.27 MUNI Line 22-Fillmore. Applies to Mission Bay South.

Reroute the MUNI 22-Fillmore trolleybus line to travel on 16th Street to Third Street, and then north on Third Street to The Common. If not already accomplished, install

trolleybus wire support poles and/or eyebolts on buildings along the new route, and complete North Common Street and South Common Street east of Third Street. Prohibit parking on North Common and South Common Streets at trolleybus stops.

E.28 MUNI Line 30-Stockton or 30/45-Union/Stockton. Applies to Mission Bay South.

Extend about half of the 30-Stockton or the 30/45-Union/Stockton trolley buses south and east of the current terminus at the Caltrain terminal to the current terminus of the 22-Fillmore line, at the same time that the 22-Fillmore is rerouted as called for in Measure E.27. Route trolley buses to Connecticut Street via Townsend or Mission Bay Street, and then east to a new terminus near Third and 20th Streets. The coordination of Measure E.27 with E.28, to provide extended MUNI trolleybus service to Mission Bay by rerouting the 22-Fillmore and 30 Stockton or 30/45 Union/Stockton lines, shall be accomplished in phases, if necessary, to provide service as early in project development as MUNI service may be needed. The phases may include:

E.28a Construct Mission Bay Street, the Seventh Street Connector to North and South Common Streets and the Caltrain at-grade rail crossing, and the portion of North and South Common Streets east of Third Street, early enough in project development to accommodate MUNI trolleybus travel, including poles and eyebolts supporting trolley wires, and provide poles and/or eyebolts supporting trolley wires along 16th Street and a portion of Common Streets in the Project Area, as described in Measure E.27 and above in this measure; or

E.28b If item E.28a is not feasible sufficiently early in project development, for an interim period until the necessary streets and trolley wires have been constructed as part of adjacent development, construct the portion of North and South Common Streets east of Third Street and install poles and/or eyebolts supporting trolley wires along the new route for the 22-Fillmore, and extend some but not all of the trolleybuses, so that both Mission Bay and Lower Potrero areas continue to be served. This measure involves only limited service to Mission Bay; or

E.28c If item E.28a is not feasible sufficiently early in project development, for an interim period until the necessary streets and trolley wires have been constructed as part of adjacent development, provide service to Mission Bay temporarily using diesel buses on 16th Street, or

E.28d Use a combination of items E.28b and E.28c to provide MUNI trolleybus service to both the Mission Bay and Lower Potrero areas until necessary streets and trolley wires have been constructed as part of adjacent development in the Project Area.

Traffic

Intersections

E.29 Seventh Street/Brannan Street. Applies to Mission Bay South.

Restripe the northbound approach to provide three lanes.

E.30 Seventh Street/Townsend Street. Applies to Mission Bay North.

E.30a Restripe the southbound, eastbound, and westbound approaches to provide a left-turn lane, a through lane, and a right-turn lane.

E.30b Restripe the northbound approach to provide a left turn lane, a through lane, and a shared right-through lane.

E.31 Seventh Street/Berry Street. Applies to Mission Bay North.

E.31a Restripe the eastbound approach to provide two lanes.

E.31b Restripe the northbound approach to provide a shared left-through lane, and a through land, and restripe the southbound approach to provide a through lane and a shared right-through lane.

E.32 Seventh Street/North and South Common Streets. Applies to Mission Bay South.

E.32a Restripe the northbound approach to provide two through lanes, and a right-turn lane.

E.32b Restripe the southbound approach to provide two through lanes, and a left-turn lane.

E.33 16th Street/Potrero Street. Applies to Mission Bay South.

Restripe the eastbound and westbound approaches to provide a left-turn lane, a through lane, and a shared right-through lane.

E.34 16th Street/Vermont Street. Applies to Mission Bay South.

Install a new traffic signal.

E.35 Eighth Street/Townsend Street. Applies to Mission Bay North.

E.35a Eliminate traffic circle and reconfigure intersection.

E.35b Install a new traffic signal.

E.36 Third Street/Townsend Street. Applies to Mission Bay North.

E.36a Remove the on-street parking on the westbound approach during the p.m. peak commute period.

E.36b Provide an additional westbound through lane during the p.m. peak commute period.

E.37 Third Street/King Street. Applies to Mission Bay North.

E.37a Widen the northbound approach on the east side to provide an additional through lane.

E.37b Widen the eastbound approach to provide an additional through lane.

E.38 Fourth Street/King Street. Applies to Mission Bay North.

Widen the southbound approach to provide an additional lane.

Street Segments

E.39 King Street. Applies to Mission Bay North.

Widen the south side of King Street between Fourth Street and Third Street to provide the additional eastbound through lane noted in Mitigation Measure E.37, including providing additional right-of-way.

E.40 Third Street. Applies to Mission Bay North.

Widen the east side of Third Street between Berry Street and King Street to provide the additional northbound through lane noted in Mitigation Measure E.37, including providing additional right-of-way.

E.41 Fourth Street. Applies to Mission Bay North.

Widen the west side of Fourth Street for approximately half the distance between Townsend Street and King Streets to provide the additional southbound lane noted in Mitigation Measure E.38, including providing additional right-of-way.

E.42 Seventh Street. Applies to Mission Bay North and Mission Bay South.

Eliminate on-street parking on both sides of Sevénth Street between Townsend and 16th Streets during the morning and afternoon peak commute periods to accommodate the lane configuration changes described in Mitigation Measures E.29, E.30, E.31, and E.32.

Freeway and Ramp Measures

E.43 Increase Bay Bridge tolls for single-occupant vehicle (SOV) trips during commute hours to discourage non-carpool traffic. Applies to Mission Bay North and Mission Bay South.

Transit

E.44 Encourage the Alameda - Contra Costa Transit District to expand transbay bus service to accommodate cumulative demand; encourage the Metropolitan Transportation Commission to provide funding for AC Transit District service expansion, and support AC Transit District in its requests for funding from other sources. Applies to Mission Bay North and Mission Bay South.

E.45 Extend and operate the route of the N-Judah MUNI Metro line from the Embarcadero station to Mariposa Street, using the MMX and Third Street light rail tracks. Applies to Mission Bay North and Mission Bay South.

Transportation System Management

E.46 Transportation Management Organizations. Applies to Mission Bay North and Mission Bay South.

E.46a Form a Mission Bay Transportation Management Association (TMA) to implement a Transportation System Management (TSM) Plan.

E.46b Form a Transportation Coordinating Committee (TCC) including representatives of Project Area property owners, UCSF, SFRA and appropriate city staff, including DPT, MUNI and DPW, to address area-wide transportation planning issues and coordinate with other uses and neighborhoods in nearby areas. The Mission Bay TCC would work closely with the San Francisco Giants concerning issues related to parking and traffic that would affect both Mission Bay employees, visitors, and residents, as well as ballpark patrons.

E.47 Transportation System Management Plan.

Prepare a TSM Plan, which could include the following elements:

E.47a Shuttle Bus System. Applies to Mission Bay North and Mission Bay South. Operate shuttle bus service between Mission Bay and regional transit stops in San Francisco (e.g., BART, Caltrain, Ferry Terminal, Transbay Transit Terminal), and specific gathering points in major San Francisco residential neighborhoods (e.g., Richmond and Mission Districts).

E.47b Transit Pass Sales. Applies to Mission Bay North and Mission Bay South. Sell transit passes in neighborhood retail stores and commercial buildings in the Project Area.

E.47c Employee Transportation Subsidies. Applies to Mission Bay North and Mission Bay South.

Provide a system of employee transportation subsidies for major employers.

E.47d Pedestrian Signals at Owens Street near the Pedestrian Bridge. Applies to Mission Bay South.
Pedestrian signals at this location will provide continuity between the pedestrian bridge near Fifth Street and the pedestrian path adjacent to Owens Street, and the residential units in the central subarea of Mission Bay South.

E.47e Secure Bicycle Parking. Applies to Mission Bay North and Mission Bay South. Provide secure bicycle parking areas in parking garages of residential buildings, office buildings, and research and development facilities. Provide secure bicycle parking areas by 1) constructing secure bicycle parking at a ratio of 1 bicycle parking space for each 20 automobile parking spaces, and 2) carrying out an annual survey program during project development to establish trends in bicycle use and to estimate actual demand for secure bicycle parking and for sidewalk bicycle racks, increasing the number of secure bicycle parking spaces or racks either in new buildings or in existing automobile parking facilities to meet the estimated demand.

Provide secure bicycle racks throughout Mission Bay for the use of visitors.

E.47f Appropriate Street Lighting. Applies to Mission Bay North and Mission Bay South.

Ensure that streets and sidewalks in Mission Bay are sufficiently lit to provide pedestrians and bicyclists with a greater sense of safety, and thereby encourage Mission Bay employees, visitors, and residents to walk and bicycle to and from Mission Bay.

E.47g Transit, and Pedestrian and Bicycle Route Information. Applies to Mission Bay North and Mission Bay South.
Provide maps of the local and citywide pedestrian and bicycle routes with transit maps and information on kiosks throughout the Project Area to promote multi-modal travel.

E.47h Parking Management Guidelines. Applies to Mission Bay North and Mission Bay South.
Establish parking management guidelines for the private operators of parking facilities in the Project Area.

E.48 Constrain Parking Supply within UCSF Site. Applies to Mission Bay South.

Provide parking in the UCSF site at the same ratios as called for in the remainder of the Project Area.

E.49 Ferry Service. Applies to Mission Bay North and Mission Bay South.

Make a good faith effort to assist the Port of San Francisco and others in ongoing studies of the feasibility of expanding regional ferry service. Make good faith efforts to assist in implementing feasible study recommendations.

E.50 Flexible Work Time/Telecommuting. Applies to Mission Bay South.

Where feasible, offer employees in the Project Area the opportunity to work on flexible schedules and/or telecommute so they could avoid peak hour traffic conditions.

F. AIR QUALITY

Operations/Transportation

F.1 Implement measures to decrease vehicle trips, as described in Mitigation Measures E.46 through E.50 in Section VI.E, Mitigation Measures: Transportation. Applies to Mission Bay North and Mission Bay South.

Construction PM_{10}

F.2 As conditions of construction contracts, require contractors to implement the following mitigation program, based on the instructions in the BAAQMD CEQA Guidelines, at all construction sites within the Project Area:

F.2a Water all active construction areas at least twice a day, or as needed to prevent visible dust plumes from blowing off-site.

F.2b Use tarpaulins or other effective covers for on-site storage piles and for haul trucks that travel on streets.

F.2c Pave, apply water three times daily, or apply (non-toxic) soil stabilizers on all *unpaved* parking areas and staging areas at construction sites:

F.2d Sweep all *paved* access routes, parking areas, and staging areas daily (preferably with water sweepers).

F.2e Sweep streets daily (preferably with water sweepers) if visible amounts of soil material are carried onto public streets.

F.2f Hydroseed or apply (non-toxic) soil stabilizers to inactive construction areas (previously graded areas inactive for ten days or more).

F.2g Enclose, cover, water twice daily or apply (non-toxic) soil binders to exposed stockpiles (dirt, sand, etc.)

F.2h Limit traffic speeds on unpaved roads to 15 mph.

F.2i Install sandbags or other erosion control measures to prevent silt runoff to public roadways.

F.2j Replant vegetation in disturbed areas as quickly as possible.

F.2k Install wheel washers for all exiting trucks, or wash off the tires or tracks of all trucks and equipment leaving the site.

F.2l Install wind breaks, or plant trees/vegetative wind breaks at windward side(s) of construction areas.

F.2m Suspend excavation and grading activity when winds (instantaneous gusts) exceed 25 mph.

F.2n Limit the area subject to excavation, grading and other construction activity at any one time.

Applies to Mission Bay North and Mission Bay South.

Toxic Air Contaminants

Individual Facilities within the Project Area

F.3 Prior to issuing a certificate of occupancy for a facility containing potential toxic air contaminant sources, obtain written verification from BAAQMD either that the facility has been issued a permit from BAAQMD, if required by law, or that permit requirements do not apply to the facility. Applies to Mission Bay North and Mission Bay South.

F.4 As soon as possible, to provide reliable wind data for informational purposes and, where applicable, to facilitate the preparation of risk assessment studies, locate and maintain a meteorology station at an appropriate location within the Project Area.

F.4a Hire a contractor to select appropriate sites for location of the meteorology station to ensure accuracy of data. Preferably the site would be located at a first phase building at the UCSF site, which is centrally located in the Project Area.

F.4b Once site selections are recommended, contact the BAAQMD for consultation and comment on the sites.

F.4c Hire a contractor to select certified equipment and software.

F.4d Consult BAAQMD on the equipment and software that is selected prior to purchase.

F.4e Construct and site the station according to BAAQMD standards (written guidelines may be obtained from the District).

F.4f Provide data from the station to the BAAQMD on a real-time basis.

F.4g At a minimum, take continuous wind speed and direction measurements for a period of at least two years.

Applies to Mission Bay South.

F.5 Prohibit dry cleaning facilities that conduct on-site dry cleaning operations in residential areas within the Project Area. For any dry cleaning operations within the Project Area, require vapor barriers in their design and construct so as to reduce exposure to perchloroethylene and any other toxic air contaminants handled at the facility. Applies to Mission Bay North and South.

Creation of Buffer Zones

F.6 Require pre-school and child care centers to notify BAAQMD and the San Francisco Department of Public Health regarding the locations of their operations, and require these centers to consult with these agencies regarding existing and possible future stationary and mobile sources of toxic air contaminants. The purpose of these consultations is to obtain information so that pre-school and child care centers can be located to minimize potential impacts from toxic air contaminant emissions sources. Applies to Mission Bay North and Mission Bay South.

Mobile Sources

Implementation of Mitigation Measure F.1, which calls for implementation of Mitigation Measures E.46 through E.50 in Section VI.E, Mitigation Measures: Transportation, would decrease vehicle trips, thereby reducing emissions of toxic air contaminants from vehicles.

G. NOISE AND VIBRATION

Noise

G.1 Use noise-reducing pile driving techniques such as pre-drilling pile holes (if feasible, based on soils) to the maximum feasible depth, installing intake and exhaust mufflers on piledriving equipment, vibrating piles into place when feasible, installing shrouds around the piledriving hammer where feasible, and restricting the hours of operation. Applies to Mission Bay North and Mission Bay South.

Vibration

G.2 Analyze potential vibration from Caltrain on the western-most block of Mission Bay North at Berry and King Streets, adjacent to Caltrain tracks, based on information about localized soils, and, if the analysis shows vibration could be significant without mitigation, design and construct foundations of buildings proposed to be on that block with vibration-reducing features to reduce potential impacts from adjacent passenger trains. Applies to Mission Bay North.

H. SEISMICITY

Population Concentration and Project Area Access

Emergency Preparedness and Emergency Response

H.1 During the build-out period, store heavy construction equipment in the Project Area that is capable of traveling on damaged roads, clearing debris, and opening access to, and within, the Project Area after a major earthquake. Applies to Mission Bay North and Mission Bay South.

H.2 Following build-out, coordinate emergency response plans with the City regarding use of heavy equipment from the City storage yard in the vicinity of the Project Area. Applies to Mission Bay North and Mission Bay South.

H.3 Require the formulation of a comprehensive preparedness and response plan for the entire Project Area (as opposed to the typical building-by-building plan), integrated with the City's emergency response plans and in coordination with the Mayor's Office of Emergency Services.

H.3a Formulate Project-Area-wide emergency response plan. An emergency response plan should include:

1. Community coordination and response;
2. Coordination with government services;
3. Outreach and training (not only for employees but also residents);
4. Food and water;
5. Shelter;
6. Sanitation;
7. Consideration of need and potential locations for special facilities (operations, medical, etc.) in the context of the citywide Emergency Response Plan and the Project Area's location in Emergency Response District 3;
8. Organization of employees into response teams; and
9. Employee training in response procedures, including setting up a command post, communications, first aid, evacuation, security, and clean-up.

H.3b In addition to the Project Area-wide plan, require each building or complex in the Project Area to prepare an Emergency Response Plan. Each plan would be the responsibility of the owners of each building or complex, and would be reviewed by the City periodically to ensure it is kept up to date. Applies to Mission Bay North and Mission Bay South.

H.4 Provide seismic rehabilitation of Fire Station No. 30 in the Project Area, if the building is to be reused for human occupancy. Applies to Mission Bay South.

H.5 At the time the San Francisco Fire Department determines the population or building density is high enough to warrant it, provide a new fire station in Mission Bay South to reduce the effects of limited emergency access to and from the site following a major earthquake. Applies to Mission Bay South (see Mitigation Measure M.6 in Section VI.M, Mitigation Measures: Community Services and Utilities).

H.6 As part of the comprehensive preparedness plan identified in Mitigation Measure H.3, identify and implement feasible measures to facilitate and improve emergency access routes to the site, especially in the vicinity of Seventh and Owens Streets. Such measures could include design of open spaces to allow use by emergency vehicles following a catastrophic event; designing underground utilities at the Owens and Seventh Streets connector to minimize severe damage or disconnection caused by earthquakes; constructing heavier pavement sections along critical routes if indicated through a geotechnical study; and siting buildings within the area bounded by Seventh Street, the Seventh Street connector, Owens Street, and 16th Street in a manner that would allow emergency vehicle access between these buildings in a catastrophic event. Applies to Mission Bay North and Mission Bay South.

Corrosivity

H.7 Test soils for sulfate and chloride content. If necessary, use admixtures in concrete so it would not be susceptible to attack by sulfates, and/or use coated metal pipes so that pipes would be more resistant to corrosion by chlorides.
Applies to Mission Bay North and Mission Bay South.

I. HEALTH AND SAFETY

I.1 Require businesses that handle biohazardous materials and do not receive federal funding to certify that they follow the guidelines published by the National Research Council and the U.S. Department of Health and Human Services Public Health Service, National Institutes of Health, and Centers for Disease Control as set forth in *Biosafety in Microbiological and Biomedical Laboratories*, *Guidelines for Research Involving Recombinant DNA Molecules (NIH Guidelines)*, and *Guide for the Care and Use of Laboratory Animals*, or their successors, as applicable. Applies to Mission Bay South.

I.2 Require businesses handling biohazardous materials to certify that they use high efficiency particulate air (HEPA) filters or substantially equivalent devices on all

exhaust from Biosafety Level 3 laboratories unless they demonstrate that exhaust from their Biosafety Level 3 laboratories would not pose substantial health or safety hazards to the public or the environment. Require such businesses to certify that they inspect or monitor the filters regularly to ensure proper functioning. Applies to Mission Bay South.

I.3 Require businesses handling biohazardous materials to certify that they do not handle or use biohazardous materials requiring Biosafety Level 4 containment (i.e., dangerous or exotic materials that pose high risks of life-threatening diseases or aerosol-transmitted infections, or unknown risks of transmission in the Project Area. Applies to Mission Bay South.

J. CONTAMINATED SOILS AND GROUNDWATER

Project Development

J.1 Prior to any site development activities in the Project Area, develop and implement an RWQCB-approved Risk Management Plan or Plans (RMP). The RMP shall address all site development activities and post-development activities and shall include specific measures that would be protective of human health and the aquatic environment. The human health standards to be applied in the RMP are a cumulative cancer risk of 1 x 10^{-5} and a Hazard Index of 1, or
more stringent standards as may be required by the RWQCB. Amend the RMPs as required by the RWQCB to reflect new information regarding contamination, land use decisions, or as a result of Article 20 compliance.

RMP Enforcement

J.1a Provide an enforcement structure for RMPs, to be in place and effective during construction and after project development, including:

i. Develop and record a restrictive covenant as an Environmental Restriction and Covenant under California Civil Code Section 1471 that:

a. Places limits on future uses in the Project Area consistent with the provisions in the RMP;

b. Provides notice to current and future property owners that the RMP contains use restrictions and other requirements and obligates property owners to provide like notice to occupants; and

c. Provides notice to current and future property owners that the RWQCB maintains residual regulatory enforcement authority over all portions of the Project Area sufficient to compel enforcement of the entire RMP.

ii. As part of any future transfer of property title of any portion of the Project Area, require current property owners to provide a copy of the RMP to each of their future transferees.

Pre-Development

Include, at a minimum, the following elements in the RMP:

J.1b Limit direct access to areas with exposed native soils (defined as soils that exist at the site prior to project approval) and perform inspections to verify that measures taken to limit direct access are maintained. Alternatively, for each location with exposed native soils, provide risk management procedures for those areas. If this alternative is chosen, for each exposed soil location that would remain vacant and undeveloped at the initiation of development, and for each site that becomes vacant and includes exposed native soil, evaluate and document potential health risks to the general public that could occur before site development using the following process:

Evaluate sampling results to determine constituents that could pose a risk to the general public. Identify populations who could be exposed to the constituents in soils based on land uses within and adjacent to the Project Area. Exposed populations that would be considered would include adult and child visitors/trespassers, nearby residents (adults and children), and workers not involved in project construction within and adjacent to the Project Area. Using specific EPA- and DTSC-recommended exposure assumptions, identify the appropriate exposure pathways and assumptions in consultation with the RWQCB.

Using the specific exposure assumptions identified above, adopt contaminant-specific interim target levels (ITLs) following regulatory risk assessment guidelines established by DTSC and EPA.

Compare ITLs to the range of concentrations detected in exposed native soils to identify areas where ITLs are exceeded. No further action prior to development (other than that required under Article 20 or other applicable regulations) would be required in areas in which ITLs are not exceeded.

J.1c For areas where ITLs are exceeded, identify specific Interim Risk Management (IRM) measures that would reduce potential contamination-related risks to Project Area occupants and visitors during site build-out. Based on the results of the ITL evaluation and need for site controls, general IRM measures could include measures such as:

i. Limit Direct Access to Uncovered Native Soil on Undeveloped Portions of the Project Area. To effectively limit access, install fencing or other physical barriers around the identified areas, and post "no trespassing" signs.

ii. Hydroseed or Apply Other Vegetative or Other Cover to Uncovered Areas. Hydroseed or apply other vegetative or other cover to the uncovered areas to reduce the potential for

windblown dusts to be generated, and to reduce the potential for individuals to have direct contact with the native soils.

iii. Include Safety Notices in Leases. Notify tenants of occupied portions of the Project Areas of the potential risks involved with the disturbance of existing cover (asphalt, concrete, vegetation) or exposed native soil.

iv. Conduct Periodic Inspections of Open Spaces. Conduct periodic inspections of the Project Area to reduce the illegal occupancy of open areas by transient populations, and to reduce the illegal dumping by unauthorized occupants or off-site populations. Implement additional security measures such as fencing and/or the use of security guards, if inspections show a need.

v. Periodic Monitoring. Perform inspections verifying that risk management measures remain effective by identifying disturbances to cover materials that could result in the exposure of underlying native soil and by identifying areas where temporary fencing or other physical barriers might need to be reinstalled. If the inspections identify areas where measures have been rendered ineffective, implement corrective action.

Development

J.1d Include in the RMP, health and safety training and health protection objectives for workers who may directly contact contaminated soil during construction and/or maintenance, including Cal/OSHA worker safety regulations appropriate to the type of construction activity, location, and risk relative to the potential types of hazards associated with contaminated soil or groundwater, and where appropriate, compliance with Title 8, Group 16, requirements.

J.1e Identify site access controls to be implemented during construction, such as:

i. Secure construction site to prevent unauthorized pedestrian/vehicular entry with fencing or other barrier of sufficient height and structural integrity to prevent entry and based upon the degree of control required.

ii. Post "no trespassing" signs.

iii. Provide on-site meetings with construction workers to inform them about security measures and reporting/contingency procedures.

J.1f Identify protocols for managing soil during construction, which will include at a minimum:

i. The dust controls found in Measure F.2 in Section VI.F, Mitigation Measures: Air Quality.

ii. Standards for imported fill (defined as fill brought onto the site from outside the Project Area) that are protective of human

health and the aquatic environment and an identified minimum depth of fill to be required for landscaped areas.

iii. A requirement that prior to placement, if native soil in the Project Area is to be used on site in any manner that could result in direct human exposure, characterization of the soil be conducted to confirm that it meets appropriate standards approved by the RWQCB and would be appropriate for the intended use.

iv. Protocols for managing stockpiled and excavated soils.

v. A program for off-site dust monitoring, consisting of real-time monitoring for PM_{10} concentrations to demonstrate that the health and safety of all individuals not engaged in construction activities would not be adversely affected by chemicals that could be contained in dust generated by soil-disturbing activities. If monitoring shows dust levels exceeding 250 g/m^3, implement additional dust control measures, such as continuous misting of exposed areas with water, until concentrations are reduced below the action level.

J.1g Identify protocols for managing groundwater, which will include at a minimum:

i. Procedures to prevent unacceptable migration of contamination from defined plumes during dewatering, such as monitoring, counter-pumping, or installing sheetpiles down to Bay Mud before dewatering.

ii. Procedures for the installation of subsurface pipelines and other utilities, where necessary, to prevent lateral transmission of chemicals in groundwater. Such procedures could include, but would not be limited to, selection of proper backfill materials and thickness and installation of clay plugs or barrier collars.

J.1h Include SWPPP requirements and BMPs as described in Mitigation Measure K.1 in Section VI.K, Mitigation Measures: Hydrology and Water Quality.

J.1i Include a requirement that construction personnel be trained to recognize potential hazards associated with underground features that could contain hazardous materials, previously unidentified contamination, or buried hazardous debris.

J.1j Develop and describe procedures for implementing a contingency plan, including appropriate notification and control procedures, in the event unanticipated subsurface hazards are discovered during construction. Control procedures could include, but would not be limited to, further investigation and removal of USTs or other hazards.

J.1k Establish procedures, as necessary, so that construction activities avoid interfering with any RWQCB-required site investigation and remediation in the free product area.

Post-Development

J.1l Except where testing demonstrates that native soils meet standards established by the RWQCB as being protective of human health and the aquatic environment, require that upon project completion, all native soils shall be capped, so as to preclude human contact by using buildings, paved surfaces (such as parking lots, sidewalks, or roadways), or fill of a kind and depth approved by the RWQCB.

J.1m Prohibit residences with unrestricted access to soils in front yards or backyards anywhere in the Project Area.

J.1n Prohibit access to native soils for private use. If disturbance of native subsurface soils or groundwater dewatering is planned, carry out these activities in accordance with the elements of the RMP called for in Measures J.1d through J.1k. Following construction or excavation or soil disturbance, restore the cap in accordance with the provisions of the RMP as called for in Measure J.1l.

J.1o Prohibit the use of shallow groundwater within the Project Area for domestic, industrial, or irrigation purposes. Permit installation of groundwater wells within the Project Area only for environmental monitoring purposes. Secure and lock environmental wells installed within the Project Area to prevent unauthorized access to the groundwater. In the event the use of shallow groundwater is proposed, perform an assessment of the risks from direct exposure to the groundwater prior to use and obtain RWQCB or other appropriate regulatory agency approval of the results of the assessment and proposed uses.

Applies to Mission Bay North and Mission Bay South.

Child Care Development

J.2 Carry out a site-specific risk evaluation for each site in a non-residential area proposed to be used for a public school or child care facility; submit to RWQCB for review and approval. If cancer risks exceed 1×10^{-5} and/or noncancer risk exceeds a Hazard Index of 1, carry out remediation designed to reduce risks to meet these standards or select another site that is shown to meet these standards. Applies to Mission Bay South.

K. HYDROLOGY AND WATER QUALITY

Construction Activity Pollutants

K.1 Develop and implement a comprehensive Stormwater Pollution Prevention Plan (SWPPP) for all construction activities within the Project Area to avoid and minimize erosion and sedimentation in China Basin Channel and San Francisco Bay and to manage other aspects of the construction site. Include at least the following Best Management Practices, or substantially equivalent measures. Applies to Mission Bay North and Mission Bay South.

K.1a Minimize dust during demolition, grading, and construction by lightly spraying exposed soil on a regular basis.

K.1b Minimize wind and water erosion on temporary soil stockpiles by spraying with water during dry weather and covering with plastic sheeting or other similar material during the rainy season (November to April).

K.1c Minimize the area and length of time during which the site is cleared and graded.

K.1d Prevent the release of construction pollutants such as cement, mortar, paints and solvents, fuel and lubricating oils, pesticides, and herbicides by storing such materials in a bermed, or otherwise secured, area.

K.1e As needed, install filter fences around the perimeter of the construction site to prevent off-site sediment discharge. Prior to grading the bank slopes of China Basin Channel for the proposed channel-edge treatments, install silt or filter fences to slow water and remove sediment. As needed, properly trench and anchor in the silt or filter fences so that they stand up to the forces of tidal fluctuation and wave action, and do not allow sediment-laden water to escape underneath them.

K.1f Follow design and construction standards found in the *Manual of Standards for Erosion and Sediment Control Measures* for placement of riprap and stone size.

K.1g Install and maintain sediment and oil and grease traps in local stormwater intakes during the construction period, or otherwise properly control oil and grease discharges.

K.1h Clean wheels and cover loads of trucks carrying excavated soils before they leave the construction site.

K.1i Implement a hazardous material spill prevention, control, and clean-up program for the construction period. As needed, the program would include measures such as constructing swales and barriers that would direct any potential spills away from the Channel and the Bay and into containment basins to prevent the movement of any materials from the construction site into water.

Changes in Sanitary Sewage Quality

K.2 In addition to developing and implementing a Stormwater Management Program for the Central/Bay Basin (see Mitigation Measure K.5), participate in the City's existing Water Pollution Prevention Program. Facilitate implementation of the City's Water Pollution Prevention Program by providing and installing wastewater sampling ports in

any building anticipated to have a potentially significant discharge of pollutants to the sanitary sewer, as determined by the Water Pollution Prevention Program of the San Francisco Public Utilities Commission's Bureau of Environmental Regulation and Management, and in locations as determined by the Water Pollution Prevention Program. Applies to Mission Bay North and Mission Bay South.

K.3 Design and construct sewer improvements such that potential flows to the City's combined sewer system from the project do not contribute to an increase in the annual overflow volume as projected by the Bayside Planning Model by providing increased storage in oversized pipes, centralized storage facilities, smaller dispersed storage facilities, or detention basins, or through other means to reduce or delay stormwater discharges to the City system. Applies to Mission Bay North and Mission Bay South.

K.4 Implement alternative technologies or use other means to reduce settleable solids and floatable materials in stormwater discharges to China Basin Channel to levels equivalent to, or better than, City-treated combined sewer overflows. Such alternative technologies could include one or more of the following: biofilter system, vortex sediment system, catch basin filters, and/or additional source control measures to remove particulates from streets and parking lots. Applies to Mission Bay South.

Phased Development and Interim Uses

K.5 Develop and implement a Stormwater Management Program applicable to new and interim development under the Redevelopment Plan in any area contributing to direct discharges of stormwater to near-shore waters. Develop the plan in coordination with City and County of San Francisco agencies such as the Water Pollution Prevention Program of the City and County of San Francisco Public Utilities Commission's (SFPUC) Bureau of Environmental Regulation and Management, and the Clean Water Program. Develop the Stormwater Management Program according to guidelines contained in California Municipal Storm Water Best Management Practice Handbook and in California Industrial/Commercial Storm Water Best Management Practice Handbook.[1] In addition, design the program with Best management Practices consistent with the minimum control measures pursuant to the proposed Phase II stormwater regulations. Implement the Stormwater Management Program until a city-wide stormwater management program is developed that includes any area contributing to direct discharges of stormwater to near-shore waters. If the City and County of San Francisco develops a city-wide stormwater management program, such a program would supersede the stormwater management program for the Project Area. Periodically prepare and submit a monitoring report to the City detailing progress on implementation of Best Management Practices. Modify the Stormwater Management Program, as necessary, to respond to changes in conditions, and record any changes made (additions or deletions) in the monitoring report. Applies to Mission Bay South.

Public Education and Outreach on Stormwater Impacts

Public education and outreach consists of distributing educational materials to the community about the impacts of stormwater discharges on water bodies and the steps to reduce stormwater pollution. The materials or outreach programs should inform individuals and households about steps that can be taken to reduce stormwater pollution, such as properly disposing of used motor oil or household hazardous wastes, or should encourage individuals to participate in the municipal program by performing services such as roadside litter pickup.

Public Involvement/Participation

The goal of public involvement and participation is to obtain input and assistance from the public in the development and implementation of a municipality's stormwater management program. Opportunities for members of the public to participate in program development and implementation could include serving as citizen representatives on a local stormwater management panel, attending public hearings, working as citizen volunteers to educate other individuals about the program, assisting in program coordination with other pre-existing programs, or participating in volunteer monitoring efforts.

Illicit Discharge Detection and Elimination

Discharges from stormwater drainage systems often include wastes and wastewater from non-stormwater sources. For example, illicit discharges enter the system through either direct, mistaken, or deliberate connections or indirect connections (e.g., spills collected by drain inlets.) This problem is applicable only to those parts of San Francisco served by a separated sewer system. The Mission Bay Stormwater Management Program would need to address this issue for the Central/Bay Basin because a separated sewer system is proposed here.

Construction Site Stormwater Runoff Control

The proposed regulations would require pollutant control programs to reduce pollutants in stormwater runoff from construction activities that result in land disturbance of 1 or more acres. The requirements are similar to requirements currently applicable to construction areas of 5 acres or more in that appropriate site controls are required to address erosion, sedimentation, and other construction-related pollutants. See Mitigation Measure K.1.

Post-Construction Stormwater Management in New Development and Redevelopment

The proposed regulations would require small municipal separate storm sewer systems to address stormwater runoff from new development and redevelopment projects using site-appropriate and cost-effective structural and non-structural BMPs. Non-structural BMPs are preventative actions that involve management and source controls. Examples are policies and ordinances that result in protection of natural resources and prevention of runoff. Examples of structural BMPs include storage practices (wet ponds and extended-detention outlet structures), filtration practices (grassed swales, sand filters, and filter strips), and infiltration practices

(infiltration basins, infiltration trenches, and porous pavement). The proposed initial-flow diversion system for the Central/Bay Basin is a structural BMP.

Pollution Prevention/Good Housekeeping for Municipal Operations

This control would require the operator of the separate storm sewer system (i.e., the Central/Bay Basin initial-flow diversion system) to develop and implement a cost-effective training program to ensure proper operation and maintenance of the system. This would be similar to the requirements of existing federal Phase I stormwater regulations.

Flooding

K.6 Structures in the Project Area should be designed and located in such a way to assure the reasonable safety of structures and shoreline protective devices built in the Bay or in low-lying shoreline areas from the dangers of tidal flooding, including consideration of a rise in relative sea level. Detailed construction specifications to mitigate against impacts of a sea-level rise, however, would require specific flood protection engineering and building analysis by a licensed engineer, where structures are proposed below an elevation of -1 [negative one] foot, San Francisco City Datum (99 foot elevation, Mission Bay Datum). Measures include:

K.6a Set back from the water's edge;
K.6b Install seawalls, dikes, and/or berms during construction of infrastructure;
K.6c Provide for dewatering basements;
K.6d Construct streets and sidewalks above existing grades by reducing the amount of excavation for utilities or basements;
K.6e Use topsoil to raise the level of public open spaces;
K.6f Use half-basements and partially depressed garage levels to minimize excavation.

Applies to both Mission Bay North and Mission Bay South.

L. CHINA BASIN CHANNEL VEGETATION AND WILDLIFE

Wetlands

L.1 Prepare and implement a salt marsh wetland habitat mitigation plan in accordance with the San Francisco District, U.S. Army Corps of Engineers Habitat Mitigation Planning Guidelines. Determine the details of the plan through the Section 404 permit process. Nothing in this mitigation measure is intended to constrain the flexibility needed to meet permitting agency requirements, or adjust to variability in field conditions, new information or technology, or other factors. Similarly, this condition is not intended to conflict with or constrain use of more natural alternative Channel edge treatments that are determined feasible and consistent with adopted Redevelopment Agency standards and guidelines applicable to Mission Bay as contained in Design for Development documents. Applies to Mission Bay North and Mission Bay South.

Guidelines for a Typical Salt Marsh Restoration Plan

L.2 Avoid salt marsh wetland habitat along the China Basin Channel shoreline during installation of suction inlets (and associated piping) used for fire-fighting water supply. Design the storm drain outfalls to minimize scouring and erosion of mudflats in coordination with relevant permitting agencies during the permitting process. Applies to Mission Bay North and Mission Bay South.

Herring

L.3 Do not conduct any construction activities (including movement of heavy equipment, materials or structures by barge or tugboat) with the potential to cause turbidity in Channel or Bay waters during the spawning season of Pacific herring (December 1-March 1). Applies to Mission Bay North and Mission Bay South.

Turbidity

L.4 To prevent turbidity and sediment resuspension caused by tugboat activity in the Channel, require the construction contractor to use shallow-draft tugboats. Shallow-draft tugboats float higher in the water than deep-draft tugboats. Because they float higher, the tugboat propellers are not as deep under the water surface, and therefore are farther away from the bottom of the Channel. This arrangement has less potential to disturb bottom sediments because the local currents created by the propellers would not extend as deeply into the water column. Require the construction contractor to operate the tugboats at the minimum speed necessary to maintain maneuverability of the barges. Slower speeds would reduce the spin of tugboat propellers, thus minimizing turbidity and sediment resuspension. Applies to Mission Bay North and Mission Bay South.

L.5 Confine resuspended sediments from construction activities in the Channel or Bay waters to the work site using submarine silt curtains around pile-driving or outfall construction sites, or silt fences properly anchored and trenched in place at the toe of slope below any grading or rubble-removing activities. Applies to Mission Bay North and Mission Bay South.

L.6 Prepare a written plan for removal and disposal, including a description of any methods incorporated to avoid or minimize potential surface water contamination, prior to removing existing support piles from China Basin Channel for the proposed Channel-edge treatments. Submit the plan to the San Francisco Bay Regional Water Quality Control Board for approval before implementation. Implement the plan during construction and have a qualified specialist monitor it to ensure adequate performance. Implement this plan during removal of pilings under the direction of a qualified specialist. Applies to Mission Bay North and Mission Bay South.

M. COMMUNITY SERVICES AND UTILITIES

Schools

M.1 Transfer the 2.2-acre school site to the San Francisco Unified School District in a developable condition prior to issuance of building permits for residential units that will make the total combined number of dwelling units in Mission Bay North and Mission Bay South equal to or greater than 3,200 dwelling units. Applies to Mission Bay North and Mission Bay South

Water Supply

M.2 Include methods of water conservation in Mission Bay buildings and landscaping. Water conservation methods include the following:

M.2a Install water conserving dishwashers and washing machines in rental apartments and condominiums.

M.2b Install water conserving dishwashers and water efficient centralized cooling systems in office buildings.

M.2c Incorporate water efficient laboratory techniques in research facilities, where feasible.

M.2d Provide information to residences and businesses advising methods to conserve water.

M.2e Install water conserving irrigation systems (e.g., drip irrigation).

M.2f Design landscaping using drought resistant and other low-water use plants.

M.2g Include limited turf areas in open space.

Applies to Mission Bay North and Mission Bay South.

Fire Protection

M.3 Extend the Auxiliary Water Supply System (High-Pressure System) through the interior of the Project Area. The routing, design, and implementation of the AWSS extensions shall be determined by the Fire Department and the Department of Public Works. Applies to Mission Bay North and Mission Bay South.

Sewers and Wastewater Treatment

M.4 Construct a fence around any interim surface detention basins. Applies to Mission Bay South.

M.5 Drain stormwater runoff (up to a 5-year storm event) from newly constructed buildings and permanently covered surfaces in the Bay Basin into the City's combined sewer system until installation of a permanent sewer system. Applies to Mission Bay South.

Fire Protection

M.6 Construct or pay for the construction of a new fire station in the Mission Bay South Redevelopment Area to house equipment and personnel serving the Project Area south of China Basin Channel, either in a new building, or in the vacant Fire Station 30 after rehabilitation and expansion of the building. (See also Mitigation Measures D.2a and D.2b in Section VI.D, Mitigation Measures: Visual Quality and Urban Design) related to preservation of Fire Station 30.) The San Francisco Fire Department shall review each proposed development phase to determine when land for the new fire station shall be transferred and when planning and design for the fire station shall be initiated.

Provide or pay for the provision of an engine company and associated Fire Department personnel and equipment, and a truck company and associated personnel and equipment, to serve the Project Area south of China Basin Channel. The San Francisco Fire Department shall review each proposed development phase to determine when the engine company and truck company and related personnel and equipment shall be provided. Applies to Mission Bay North and Mission Bay South.

If the Project is not implemented as proposed, the FSEIR proposes the following additional or modified mitigation measures for the original project analyzed in the FSEIR:

E.20 Seventh Street/Berry Street. Applies to Mission Bay North.

E.20a Install a new traffic signal.
E.20b Provide the appropriate traffic warning devices for the Caltrain tracks crossing.
E.20c Open Berry Street "at-grade" rail crossing.

E.31 Seventh Street/Berry Street. Applies to Mission Bay North.

E.31a Restripe the eastbound approach to provide two lanes.
E.31b Restripe the northbound and southbound approaches to provide a left-turn lane, a through lane, and a shared right-through lane.

[MISSION BAY- NORTH
REDEVELOPMENT PLAN]

PORT COMMISSION
CITY & COUNTY OF SAN FRANCISCO

RESOLUTION NO. 98-87

WHEREAS, The Redevelopment Agency of the City and County of San Francisco (the "Redevelopment Agency") has proposed the adoption of a Redevelopment Plan for the Mission Bay North Redevelopment Project ("Redevelopment Plan"), which is generally bounded by the north embankment of the China Basin Channel and Townsend, Third and Seventh Streets and contains approximately 65 acres of land, as more particularly described in the Redevelopment Plan referred to in paragraph B below (the "North Plan Area"). Certain Port property located within China Basin Channel is impacted by the Redevelopment Plan; and

WHEREAS, The Redevelopment Agency has approved Resolution No. _____, adopted following a duly noticed public hearing held on _____, 1998, and recommended to the Board of Supervisors the adoption of the Redevelopment Plan for the Mission Bay North Redevelopment Project, a copy of which Redevelopment Plan is on file with the Secretary of the Port Commission in File No.98-88; and

WHEREAS, By Planning Commission Resolution No. _____, adopted on September 17, 1998, the Planning Commission found that the Redevelopment Plan is consistent with the General Plan, as proposed to be amended, and with the eight Priority Policies of City Planning Code Section 101.1, and a copy of such resolution is on file with the Secretary of the Port Commission in File No. 98-87; and

WHEREAS, The Planning Department and Redevelopment Agency have prepared a Final Subsequent Environmental Impact Report ("Final SEIR") for the development project contemplated in the North Plan Area. On September 17, 1998, the Planning Commission and the Redevelopment Agency evaluated and certified the Final SEIR jointly, by Planning Commission Resolution No._____, and Redevelopment Agency Commission Resolution No. 182-98, respectively; and

WHEREAS, Charter Section B3.581 grants the Port Commission the exclusive power and duty to use, conduct, operate, maintain, manage, regulate and control the Port area of San Francisco; and

WHEREAS, The Redevelopment Plan as it affects property within Port jurisdiction is consistent with the Burton Act (Chapter 1333 of the Statutes of 1968 as amended); now, therefore, be it

RESOLVED, That this Port Commission has reviewed and considered the information contained in the Final SEIR. For purposes of compliance with CEQA, the Redevelopment Plan is part of the Mission Bay project examined in the Final SEIR for which the Port Commission, by Resolution No.98-86, has adopted findings with respect to the Final SEIR as required by CEQA, which findings are on file with the Secretary of the Port Commission under File No. 98-86, and which findings are incorporated herein by this reference; and be it further

RESOLVED, That the Port Commission hereby approves and endorses the Redevelopment Plan and recommends approval of the Redevelopment Plan by the Board of Supervisors, to the extent the Redevelopment Plan affects property under the jurisdiction of the Port.

I hereby certify that the foregoing resolution was adopted by the San Francisco Port Commission at its meeting of September 22, 1998.

_____
Secretary

[MISSION BAY -ENDORSEMENT OF SOUTH REDEVELOPMENT PLAN]

PORT COMMISSION
CITY & COUNTY OF SAN FRANCISCO

RESOLUTION NO. 98-88

WHEREAS, The Redevelopment Agency has proposed the adoption of a Redevelopment Plan for the Mission Bay South Redevelopment Project ("Redevelopment Plan"), which is generally bounded by the South embankment of the China Basin Channel and Seventh Street, Interstate 280, Mariposa Street, Terry Francois Boulevard and Third Street and contains approximately 238 acres of land, as more particularly described in the Redevelopment Plan referred to in paragraph B below (the "South Plan Area"); and

WHEREAS, The Redevelopment Agency has approved Resolution No. _____, adopted following a duly noticed public hearing held on _____, 1998, and recommended to the Board of Supervisors the adoption of the Redevelopment Plan for the Mission Bay South Redevelopment Project, a copy of which Redevelopment Plan is on file with the Secretary of the Port Commission in File No.98-88; and

WHEREAS, By Planning Commission Resolution No. _____, adopted on September 17, 1998, the Planning Commission found that the Redevelopment Plan is consistent with the General Plan, as proposed to be amended, and with the eight Priority Policies of City Planning Code Section 101.1, and a copy of such resolution is on file with the Secretary of the Port Commission in File No. 98-87; and

WHEREAS, The Planning Department and Redevelopment Agency have prepared a Final Subsequent Environmental Impact Report ("Final SEIR") for the development project contemplated in the South Plan Area. On September 17, 1998, the Planning Commission and the Redevelopment Agency evaluated and certified the Final SEIR jointly, by Planning Commission Resolution No. 182-98 and Redevelopment Agency Commission Resolution No. _____, respectively; and

WHEREAS, Charter Section B3.581 grants the Port Commission the exclusive power and duty to use, conduct, operate, maintain, manage, regulate and control the Port area of San Francisco; and

WHEREAS, The Redevelopment Plan as it affects property within Port jurisdiction is consistent with the Burton Act (Chapter 1333 of the Statutes of 1968 as amended); now, therefore, be it

RESOLVED, That this Port Commission has reviewed and considered the information contained in the Final SEIR. For purposes of compliance with CEQA, the Redevelopment Plan is part of the Mission Bay project examined in the Final SEIR for which the Port Commission, by Resolution No.98-86, has adopted findings with respect to the Final SEIR as required by CEQA, which findings are on file with the Secretary of the Port Commission under File No. 98-86, and which findings are incorporated herein by this reference; and be it further

RESOLVED, That the Port Commission hereby adopts and incorporates the findings under CEQA contained in Resolution No. 98-86 by reference as though such findings were fully set forth in this resolution; and, be it further

RESOLVED, That the Port Commission hereby approves and endorses the Redevelopment Plan and recommends approval of the Redevelopment Plan by the Board of Supervisors, to the extent the Redevelopment Plan affects property under the jurisdiction of the Port.

I hereby certify that the foregoing resolution was adopted by the San Francisco Port Commission at its meeting of September 22, 1998.

_____
Secretary

[MISSION BAY-WATERFRONT PLAN AMENDMENT]

PORT COMMISSION
CITY & COUNTY OF SAN FRANCISCO

RESOLUTION NO. 98-89

WHEREAS, On June 24, 1997, the Port Commission adopted the Final Waterfront Land Use Plan in compliance with the provisions of Proposition H (adopted November, 1990); and

WHEREAS, The Final Waterfront Land Use Plan and its Waterfront Design and Access Element describes the Port's official land use policies to guide the long-term management and development of property under the jurisdiction of the Port of San Francisco; and

WHEREAS, By companion Port Commission Resolution No. 98-88, the Port Commission intends to take certain actions endorsing the adoption of a Redevelopment Plan for the Mission Bay South Redevelopment Project ("Redevelopment Plan"), which is generally bounded by the South embankment of the China Basin Channel and Seventh Street, Interstate 280, Mariposa Street, Terry Francois Boulevard and Third Street and contains approximately 238 acres of land, as more particularly described in the Redevelopment Plan referred to in paragraph B below (the "South Plan Area"); and

WHEREAS, By companion Port Commission Resolution Nos. 98-90, 98-91, and 98-92, the Port Commission intends to take action approving the Amended CLTA, Amended PLTA and Amended ACPT (as described in those Resolutions) (collectively, the "Land Transfers"), whose purpose is to settle title disputes among the parties, to convert the existing fragmented system of present and former City street areas into an assemblage of developable parcels and to provide the public with enhanced access to the waterfront and taking certain other actions approving land transfers and other agreements to implement the Redevelopment Plan; and

WHEREAS, On September 17, 1998, the Planning Commission conducted a duly noticed public hearing on certain General Plan Amendments required for consistency with the Redevelopment Plans, and by Resolution No. _____, adopted the General Plan Amendments and recommended them for approval to the Board of Supervisors; and

WHEREAS, The Port Commission desires to amend the Waterfront Land Use Plan to make it consistent with the Redevelopment Plan, the General Plan as it is

proposed to be amended, Land Transfers and other actions implementing the development of the Mission Bay South Plan Area; and

WHEREAS, The Planning Department and Redevelopment Agency have prepared and published a Final Subsequent Environmental Impact Report ("Final SEIR") for the development project contemplated in the South Plan Area. On September 17, 1998, the Planning Commission and the Redevelopment Agency evaluated and certified the Final SEIR jointly, by Planning Commission Resolution No. _____ and Redevelopment Agency Commission Resolution No. 182-98, respectively; now, therefore, be it

RESOLVED, That this Port Commission has reviewed and considered the information contained in the Final SEIR. For purposes of compliance with CEQA, the Waterfront Plan Amendments are part of the Mission Bay project examined in the Final SEIR for which the Port Commission, by Resolution No. 98-86, has adopted findings with respect to the Final SEIR as required by CEQA, which findings are on file with the Secretary of the Port Commission under File No. 98-86 and which findings are incorporated herein by this reference; and, be it further

RESOLVED, That the Port Commission hereby adopts the amendments to the Waterfront Plan substantially in the form attached to this Resolution as Exhibit A, subject to any non-material or technical changes as are determined to be required by the Executive Director in consultation with the City Attorney in order to implement the purpose of this Resolution; and be it further

RESOLVED, That the Port hereby authorizes and urges the Executive Director of the Port, and to the extent necessary, any other Port or City staff designated by the Executive Director, to take any and all further actions, including preparing such map and graphics revisions are described in the proposed Waterfront Plan Amendments and incorporating them into the Waterfront Plan and Waterfront Design & Access element of the Waterfront Plan, that may be required in accordance with this Resolution, or to otherwise effectuate the purposes and intent of this Resolution.

I hereby certify that the foregoing resolution was adopted by the San Francisco Port Commission at its meeting of September 22, 1998.

_____
Secretary

Proposed Mission Bay Waterfront Land Use Plan Amendments

Page Number	Provision	Amendment
Waterfront Land Use Plan		
p. 40	Cross-references to General Plan and Planning Code	Delete "which includes the Mission Bay Plan."
p. 41A	Map A: Maritime Areas	Amend map to reflect post land transfer Port ownership parcels/boundaries and revised Mission Bay street grid as reflected in the Mission Bay Redevelopment Plans.
p. 47	Waterfront open spaces	Amend the last sentence to read: "These include Rincon Point and South Beach Parks included in the Rincon Point-South Beach Redevelopment Plan, and other waterfront open spaces approved as part of the Mission Bay Redevelopment Plans."
p. 49A	Map B: Open Spaces and Public Access	Amend map to reflect post land transfer parcels/boundaries and street grid as reflected in the Mission Bay Redevelopment Plans; delete "and Wetlands" from Note 12.
p. 55A	Map C: Residential and/or Commercial Uses	Amend map to reflect post land transfer Port ownership parcels/boundaries and revised street grid.
p. 65	Policy 13	Replace "Mission Bay Plan" with "Mission Bay Redevelopment Plans."
pp. 69A, 71	Map D: Waterfront Mixed Use Opportunity Areas; p.71 (Subarea Boundary Map)	Amend map to reflect post land transfer Port ownership parcels/boundaries and revised street grid.
p. 119	Objectives for South Beach/China Basin	Delete final paragraph.
p. 120	South Beach/China Basin Objective	Delete in the first sentence of the second paragraph: "which was not included in the Mission Bay Plan."

Page Number	Provision	Amendment
p. 124	South Beach/China Basin Objective	Following the first paragraph, add a new paragraph as follows: "In the Mission Bay area, approximately 2 acres of Port property east of Terry François Boulevard is planned for open space in conjunction with development of an approximately 3-1/2 acre Bayfront open space on adjacent land included in the Mission Bay South Redevelopment Plan. The combined 5-1/2 acre open space will accommodate a variety of both passive and active uses, such as field-related sports or informal performance areas and shoreline walkway, and boat trailer parking and access to the Pier 52 public boat launch. The public open space within the Mission Bay South Redevelopment Plan area will include a 7500 sq. ft. site for Port commercial facility such as a restaurant or other retail use to complement these other area uses."
p. 121	Proposed Mission Bay development	Replace the fourth paragraph with: "The other major land use change adjacent to the Port property is the proposed development of Mission Bay. Pursuant to the Mission Bay North and Mission Bay South Redevelopment Plans, this approximately 300 acre site is proposed to be converted to a new mixed-use project including market-rate and affordable housing, retail and entertainment uses, commercial/industrial uses including biotech and related uses, a hotel, a new research campus for the University of California, San Francisco and open spaces, including a shoreline open space system."

Page Number	Provision	Amendment
p. 126A	South Beach / China Basin Waterfront Acceptable Land Use Table	Replace text under ** with: "Seawall Lot 337 was previously included within the 1991 Mission Bay Plan, which has been rescinded and replaced with the Mission Bay Guidelines. Portions of Seawall Lots 338-339 under Port ownership are within the Mission Bay South Redevelopment Plan area. See the Mission Bay South Redevelopment Plan for acceptable land uses for the portions of Seawall Lots 338-339 within the Mission Bay South Redevelopment Plan area. In chart, delete "A" under Open Space.
p. 127A	South Beach/China Basin Waterfront Subarea	Amend map to reflect post land transfer Port ownership parcels/boundaries and revised street grid; replace Note 2 as follows: "Portions of Port seawall lots between the existing Mission Rock Street and Mariposa Street will be transferred to Catellus Development Corporation pursuant to certain land transfer agreements. These "transfer" parcels are excluded from the Waterfront Plan Project Area Boundary. Other parcels that will be leased from the Port to Catellus have been included because the Port will retain ownership of these sites."
p. 134	South Beach Harbor	In the second paragraph, replace "Wetlands" with "Redevelopment Project Areas;" in the fourth paragraph, replace "Mission Bay office corridor" with "Mission Bay North Redevelopment Project Area."
p. 136	Second bullet	Delete text after "South Beach Harbor."
p. 138	Development standards	First bullet: add "or replace" after "Repair"; sixth bullet: add "on Port property south of Mission Bay Bayfront Park" at the end of the sentence; add new bullet: "• Design the bayfront open space on Port lands as part of the adjacent open space in the Mission Bay South Redevelopment Area, consistent with the Mission Bay South Design for Development.

Page Number	Provision	Amendment
p. 144	W.P. property	Replace the first sentence of the first paragraph as follows: "The fourth site that is surplus to future cargo needs is the former Western Pacific rail yard adjacent to Pier 80 (W.P. property), an approximately 30 acre site to be transferred to the Port pursuant to certain land transfer agreements associated with Mission Bay." Delete the balance of the paragraph.
p. 155	Western Pacific Mixed Use Opportunity Area	Replace the first sentence with the following: "the Western Pacific Mixed Use Opportunity Area is adjacent to the Pier 80 North Container Terminal, an approximately 30 acre parcel that will be transferred to the Port as part of certain land transfer agreements associated with Mission Bay."
Waterfront Design and Access Element		
p. 27	Mission Creek Harbor	Add "on adjacent Port property" after "Mission Bay area."
p. 27	Mission Bay Open Space	Delete "between Mission Rock and 16th Streets" and add "and on adjacent Port property" after "Mission Bay area."
p. 29	Mission Bay Walkway	Add "on Port property east of" after "Waterfront walkway".
p. 53	Seawall Lots	Revise map to reflect post land transfer boundaries and revised street grid.
p. 53	Design guidelines for Seawall Lots	Insert "for seawall lots under Port ownership" in last sentence of the last paragraph between "policies" and "seek".

Page Number	Provision	Amendment
p. 106	Mission Bay Waterfront	Revise drawing to reflect updated plans and street grid; replace the second bullet with: "Develop the area under Port ownership east of Terry François Boulevard as part of the Bayfront Park system as described in the Mission Bay South Redevelopment Plan"; in the fourth bullet, replace "Mission Bay Plans" with "Mission Bay Redevelopment Plans;" replace the second sentence of the introductory text with the following: "This area of the waterfront borders the approximately 300 acre Mission Bay Area, the largest single redevelopable site in San Francisco which consists of the Mission Bay North and Mission Bay South Redevelopment Plan Areas."

Page Number	Provision	Amendment
p. 107	Waterfront Land Use Plan Objectives	Replace the first paragraph of this Section with the following: "Plans for Mission Bay are embodied in the Mission Bay North and Mission Bay South Redevelopment Plans. The plans call for a mixed-use development consisting of housing, retail and entertainment uses, a hotel, commercial and industrial uses including research and biotechnology activities, a new research campus for UCSF, and a waterfront open space system. Included in the open space improvements is Bayfront Park, created by the westward relocation of Terry Francois Boulevard. The revised plan boundaries exclude a Port site, Seawall Lot 337, which had been included in the earlier Mission Bay Plan approved by the City in 1991." Replace the second paragraph of "Waterfront Land Use Plan Objectives" with the following: "The Waterfront Land Use Plan policies for this area assume the Port sites included in the Mission Bay Redevelopment Plans will be developed consistent with the uses permitted by those Plans. Port sites that are not included within the Redevelopment Plan area, located east of Terry François Boulevard, are reserved to meet potential long-term cargo shipping needs (Piers 48, 50 and 54), and to provide opportunities for open space, recreational boating and water use, limited retail and public access (Pier 52 South, except Pier 54). Approximately two acres of this Port property east side of Terry François Boulevard will be designed as public open space to complement the Mission Bay South Redevelopment Plan Bayfront park system. Because Seawall Lot 337 is excluded from the proposed Mission Bay Redevelopment Plans, uses for this site will be reevaluated."

Page Number	Provision	Amendment
p.107	Summary of Design and Access Objectives	Replace the last sentence of the first paragraph with the following: "Port property east of relocated Terry François Boulevard will be developed as part of the Bayfront Park system contemplated in the Mission Bay South Redevelopment Plan."
p. 108	Design Criteria: China Basin Channel	Revise main map, open space site map and architectural details character map to reflect revised plans and street grid; revise OPEN SPACE criteria to read: "Develop an open space system on Port property along the south side of China Basin Channel from Sixth Street to the Bay."
p. 109	Design Criteria: Piers 48-54 and Bulkhead Sites	Revise main map and waterfront walkway map to reflect new plans and street grid.
p. 110	Design Criteria: Piers 54-1/2 - 64-1/2 and Adjacent Bulkhead Sites	Revise the Design & Access element so that the Pier 54-1/2 - 64-1/2 design criteria are combined with the Seawall Lots 338, 339, 340 and 343 design criteria (w/proposed amendments). Delete the introductory text.

Page Number	Provision	Amendment
p. 111	Design Criteria: Seawall Lot 337	Replace introductory text with the following: "Most of this site was included in the Mission Bay Plan approved by the City in 1991. That document has since been amended and readopted as the Mission Bay Guidelines with respect to properties that are not included within the new Mission Bay Redevelopment Plans boundaries, including Seawall Lot 337. In light of these changes, uses for Seawall Lot 337 are being reevaluated. Upon its review of this site the Technical Advisory Committee for the Design & Access element recommended creation of a major open space which will be considered with other possible uses on the site. The design criteria below address interim public access improvements along the south side of China Basin Channel." Revise the last line of "TAC Recommendation for SWL 337" to add "along with other possible future uses on Seawall lot 337" after "will be considered", and delete" during future planning efforts for the Mission Bay area". Revise main map, massing map and Seawall Lot 337 open space map to reflect new plans and street grid.

Page Number	Provision	Amendment
p. 112	Design Criteria: Seawall Lots 338, 339 and 340	Revise criteria to also include Seawall Lot 343, and Piers 54-1/2 to 64-1/2, and replace introductory text with the following: "The four Seawall Lots are included in the Mission Bay South Redevelopment Plan area. As part of this Redevelopment Plan, Terry François Boulevard will be relocated inland, to create a Bayfront Park within these four Seawall Lots, including a boat trailer parking lot to serve the adjacent Pier 52 public boat launch. Seawall Lot 340 also includes a 7500 sq. ft. site for two story commercial development by the Port. The Pier 54-1/2 to 64-1/2 shoreline area provides views of the Pier 70 shipyard and the potential to create improvements at the terminus of 16th Street. Pier 54-1/2, located north of 16th Street, will be developed as open space in coordination with, and adjacent to, the Bayfront Park included in the Mission Bay South Redevelopment Plan. South of 16th Street, Port property includes Agua Vista Park and restaurant uses in the Pier 64-1/2 area. Due to its deteriorated condition, Pier 64 is no longer in use." Delete all criteria, except Orientation — Streets; and Transparency. Revise Orientation — Streets criteria by adding the following to the end of the sentence: " while also providing an attractive building frontage adjacent to the Bayfront Park in Mission Bay." Add the following two new design criteria: "OPEN SPACE: Develop Port property adjacent to the Mission Bay Bayfront Park as public open space and walkways, with allowances to ensure that adequate access to Pier 54 is maintained.

Page Number	Provision	Amendment
		EDGE: Provide pathways that link to city and regional pedestrian and bicycle trail systems, such as the continuation of the Bay Trail, and to adjacent Port public access areas such as Agua Vista Park." Revise main map to reflect the parcels and street grid established in the Mission Bay South Redevelopment Plan.
p. 113	Design Criteria: Seawall Lots 343 and 345	Delete Seawall Lot 343 from this design criteria. Revise introductory text to delete first sentence referring to Seawall Lot 343.

PORT COMMISSION
CITY & COUNTY OF SAN FRANCISCO

RESOLUTION NO. 98-90

WHEREAS, Pursuant to Port Commission Resolutions No. 91-108 and 91-109, and Board of Supervisors Ordinance Nos. 52-92 and 53-92 and companion Resolution Nos. 116-92 and No. 117-92, the City, and where necessary to effectuate the purposes of the agreements, its Port Commission (collectively, the "City"), entered into that certain Mission Bay Port Land Transfer Agreement dated as of September 8, 1993 (the "PLTA") with Catellus Development Corporation ("Catellus") and into that certain Mission Bay City Land Transfer Agreement dated as of September 8, 1993 (the "CLTA") with Catellus, pertaining to the transfer and exchange of land between the City, including the Port, and Catellus; and

WHEREAS, Pursuant to Port Commission Resolution No. 91-107, and Board of Supervisors Ordinance No. 52-92 and companion Resolution No. 119-92, the City, entered into that certain Agreement Concerning the Public Trust dated as of September 8, 1993 (the "ACPT") with Catellus and the State of California, pertaining to the exchange of certain public trust and Burton Act trust interests as required in order to effectuate the land transfers contemplated by the CLTA and the PLTA; and

WHEREAS, The main purposes of the CLTA, PLTA and ACPT (including as they are proposed to be amended) are to settle title disputes among the parties, to convert the existing fragmented system of present and former City street areas into an assemblage of developable parcels and to provide the public with enhanced access to the waterfront; and

WHEREAS, In May 1997, The Regents of the University of California ("The Regents") approved Mission Bay as the location for a major new campus of the University of California at San Francisco (the "UCSF Campus"). At the University's request, Catellus, which is the principal landowner in Mission Bay, and the City have offered to donate to The Regents, at no transfer price, a total of approximately 43 acres of land in Mission Bay, which will enable The Regents to develop the UCSF Campus; and

WHEREAS, Pursuant to companion Port Resolution Nos. 98-90 and 98-91, the Port, intends to enter into amendments and restatements of the PLTA (the "Amended PLTA") with Catellus and the Agreement Concerning the Public Trust (the "Amended ACPT") with Catellus and the State of California that will accommodate the donation of land to The Regents necessary for the development of the UCSF Campus, redesignate the parcels to be transferred under those agreements and make other modifications to the PLTA and the ACPT. Copies of the Amended PLTA and the Amended ACPT are on file with Secretary of the Port Commission under File Nos. 98-91 and 98-92, respectively; and

WHEREAS, Pursuant to Port Commission Resolution No. 98-20, and Board of Supervisors Resolution Nos. 185-98 and 186-98, the Port and the Board of Supervisors have approved the donation by the City, including its Port, to The Regents of approximately 1.34 acres of present and former City street areas within the UCSF Campus, to enable The Regents to expand UCSF's facilities on an approximately 4.98 acre site known as Block 24, which is comprised of the City street areas and certain adjoining land to be contributed by Catellus to The Regents. Pursuant to Port Commission Resolution No. 98-93, the Port approved an Agreement for Donation of Real Property (the "City Donation Agreement") with The Regents, whereby the City will donate a total of approximately 11.89 acres of land in Mission Bay South (in addition to the approximately 1.34 acres of land referred to above) as described therein (the "City Donation Property"), to be developed for university purposes. A copy of the City Donation Agreement is on file with the Secretary of the Port Commission under File No. 98-93; and

WHEREAS, By Port Commission Resolution No.98-87, adopted on September 22, 1998, the Port Commission endorsed a Redevelopment Plan for the Mission Bay North Redevelopment Project and urged the Board of Supervisors to adopt the same, and by Port Commission Resolution No. 98-88, adopted on September 22, 1998, the Port Commission endorsed a Redevelopment Plan for the Mission Bay South Redevelopment Project and urged the Board of Supervisors to adopt the same; and

WHEREAS, Consistent with the donation of the City Donation Property for the UCSF Campus and with the objectives of the Mission Bay North and South Redevelopment Plans, the CLTA is proposed to be amended to redesignate a number of the City Transfer Parcels, to make other modifications to the CLTA and to amend and restate the CLTA (the "Amended CLTA"). A copy of the proposed Amended CLTA is on file with the Secretary of the Port Commission in File No. 98-90; and

WHEREAS, The Amended CLTA sets forth the terms and conditions under which the City will convey to Catellus the "City Transfer Parcels" and Catellus will convey to the City the "Catellus Transfer Parcels," as such property is described therein; and

WHEREAS, The Amended CLTA provides for a lease back of the City Transfer Parcels (other than the City Facilities Parcel) outside of Port jurisdiction and other property of the City adjacent thereto and the lease of certain Port property to Catellus for interim use until such time as such parcels are required for the development of open space and streets under the applicable Redevelopment Plan and its related documents, on the terms described in the Catellus Lease attached to the Amended CLTA. The Amended CLTA further provides for a lease by the City to the Redevelopment Agency of the City and County of San Francisco for the construction, operation and maintenance of open space on the City Transfer Parcels (and other parcels) upon termination of the Catellus Lease, subject to the terms described in the term sheet for the Agency Lease attached to the Amended PLTA; and

WHEREAS, The land transfers and other agreements set forth in the Amended CLTA are a necessary pre-condition to the development of Mission Bay in accordance with the Mission Bay North and South Redevelopment Plans; and

WHEREAS, An independent appraisal of the City Transfer Parcels and the Catellus Transfer Parcels has been prepared for and reviewed by the City's Director of Property, and the Director of Property has determined that the value of the lands and interests in lands which the City will receive pursuant to the Amended CLTA is greater than the value of the lands or interests in lands to be relinquished by the City pursuant to the Amended CLTA, as set forth in the letter from the

Director of Property on file with the Secretary of the Port Commission in File No. 98-90; and

WHEREAS, On September 17, 1998, the City Planning Commission, by Motion No. _____, and the Redevelopment Agency Commission, by Resolution No.182-98, certified the Final Subsequent Environmental Impact Report for the Mission Bay Project ("Final SEIR") as accurate, adequate and objective and in compliance with the California Environmental Quality Act ("CEQA"); and

WHEREAS, By Planning Commission Resolution No. _____, adopted on September 17, 1998, the Planning Commission found that the Amended CLTA is consistent with the General Plan, as proposed to be amended, and with the eight Priority Policies of City Planning Code Section 101.1, and a copy of such resolution is on file with the Secretary of the Port Commission in File No. 98-90; and

WHEREAS, The public interest and necessity require and are not inconvenienced by the conveyance of the City Transfer Parcels as contemplated by the Amended CLTA and the value of the Catellus Transfer Parcels that the City will acquire or receive is greater than the value of the City Transfer Parcels that it will convey; now, therefore, be it

RESOLVED, That this Port Commission has reviewed and considered the information contained in the Final SEIR. For purposes of compliance with CEQA, the Amended CLTA is part of the Mission Bay project examined in the Final SEIR for which the Port Commission, by Resolution No.98-86, has adopted findings with respect to the Final SEIR as required by CEQA, which findings are on file with the Secretary of the Port Commission under File No. 98-86, and which findings are incorporated herein by this reference; and be it further

RESOLVED, That the Port Commission approves the Amended CLTA and the conveyances of real property and transactions contemplated thereby, including the Catellus Lease described in an exhibit thereto and the Agency Lease to be consistent with the term sheet attached to the Amended PLTA; and be it further

RESOLVED, That the Port Commission approves the releases and indemnities by the City with respect to hazardous substances and other matters, as

contained in the Amended CLTA, including the Catellus Lease and the Agency Lease as contemplated in the Term Sheet for the Agency Lease attached to the Amended PLTA; and be it further

RESOLVED, That the Port Commission urges the Board of Supervisors to approve the Amended CLTA, and authorizes and recommends the Mayor, the Director of Property and the Executive Director of the Port, to execute on behalf of the City and County of San Francisco the Amended CLTA, including the Catellus Lease and the Agency Lease on terms consistent with the term sheet attached to the Amended PLTA, including any additions or modifications thereto (including the attachment of exhibits) that the Mayor, the Director of Property and the Executive Director of the Port, in consultation with the City Attorney, determine are in the best interests of the City and are necessary or advisable to complete the transactions contemplated in the Amended CLTA (including the Catellus Lease and the Agency Lease on terms consistent with the term sheet attached to the Amended PLTA), and do not materially increase the obligations or liabilities of the City, will not have any material adverse fiscal impact on the City or materially diminish the rights of or benefits to the City, and are necessary or advisable to complete the transactions contemplated by the Amended CLTA and effectuate the purposes and intent of this Resolution, such determination to be conclusively evidenced by the execution and delivery by the Mayor, Director of Property and Executive Director of the Port of the Amended CLTA and any amendments thereto; and be it further

RESOLVED, The Port Commission hereby authorizes the Director of Property to accept on behalf of the City, and where appropriate, the City to be held under the jurisdiction of the Port, the deeds to the Catellus Transfer Parcels, subject to the terms and conditions set forth in the Amended CLTA and such non-material modifications to the deeds as may hereafter be agreed upon by the City and Catellus, subject to the limitations in the immediately preceding clause of this Resolution; and be it further

RESOLVED, That the Port Commission hereby authorizes and urges the Mayor, the Director of Property and the Executive Director of the Port, and to the extent necessary, the Clerk of the Board of Supervisors, the Secretary of the Port Commission or any other City officer, to take any and all actions, including executing on behalf of the City any

memoranda approving the form of exhibits to the Amended CLTA (including the Catellus Lease and the Agency Lease on terms consistent with the term sheet attached to the Amended PLTA) including exhibits thereto, any amendments to the Catellus Lease to add lands thereto in accordance with the terms and conditions of the Amended CLTA and Amended PLTA, or any escrow instructions, closing or similar documents and any contracts, agreements, memoranda or similar documents with State, regional and local entities, that are necessary or proper to consummate the Amended CLTA (including the Catellus Lease and the Agency Lease on terms consistent with the term sheet attached to the Amended PLTA) in accordance with this Resolution, or to otherwise effectuate the purposes and intent of this Resolution, such determination to be conclusively evidenced by the execution and delivery by such person or persons of any such documents.

I hereby certify that the foregoing resolution was adopted by the San Francisco Port Commission at its meeting of September 22, 1998.

_____
Secretary

[Mission Bay PLTA]

PORT COMMISSION
CITY & COUNTY OF SAN FRANCISCO

RESOLUTION NO. 98-91

WHEREAS, Pursuant to Port Commission Resolutions No. 91-108 and 91-109, and Board of Supervisors Ordinance Nos. 52-92 and 53-92 and companion Resolution Nos. 116-92 and No. 117-92, the City, and where necessary to effectuate the purposes of the agreements, its Port Commission (collectively, the "City"), entered into that certain Mission Bay Port Land Transfer Agreement dated as of September 8, 1993 (the "PLTA") with Catellus Development Corporation ("Catellus") and into that certain Mission Bay City Land Transfer Agreement dated as of September 8, 1993 (the "CLTA") with Catellus, pertaining to the transfer and exchange of land between the City, including the Port, and Catellus; and

WHEREAS, Pursuant to Port Commission Resolution No. 91-107, and Board of Supervisors Ordinance No. 52-92 and companion Resolution No. 119-92, the City, entered into that certain Agreement Concerning the Public Trust dated as of September 8, 1993 (the "ACPT") with Catellus and the State of California, pertaining to the exchange of certain public trust and Burton Act trust interests as required in order to effectuate the land transfers contemplated by the CLTA and the PLTA; and

WHEREAS, The main purposes of the CLTA, PLTA and ACPT (including as they are proposed to be amended) are to settle title disputes among the parties, to convert the existing fragmented system of present and former City street areas into an assemblage of developable parcels and to provide the public with enhanced access to the waterfront; and

WHEREAS, In May 1997, The Regents of the University of California ("The Regents") approved Mission Bay as the location for a major new campus of the University of California at San Francisco (the "UCSF Campus"). At the University's request, Catellus, which is the principal landowner in Mission Bay, and the City have offered to donate to The Regents, at no transfer price, a total of approximately 43 acres of land in Mission Bay, which will enable The Regents to develop the UCSF Campus; and

WHEREAS, Pursuant to companion Port Resolution Nos. 98-90 , the Port has approved an amendment and restatement of the CLTA (the "Amended CLTA") with Catellus, and pursuant to Port Resolution No. 98-92, the Port intends to enter into an amendment and restatement of the Agreement Concerning the Public Trust (the "Amended ACPT") with Catellus and the State of California that will accommodate the donation of land to The Regents necessary for the development of the UCSF Campus, redesignate the parcels to be transferred under those agreements and make other modifications to the CLTA and the ACPT. Copies of the Amended CLTA and the Amended ACPT are on file with Secretary of the Port Commission under File Nos. 98-90 and 98-92, respectively; and

WHEREAS, Pursuant to Port Commission Resolution No. 98-20, and Board of Supervisors Resolution Nos. 185-98 and 186-98, the Port and the Board of Supervisors have approved the donation by the City, including its Port, to The Regents of approximately 1.34 acres of present and former City street areas within the UCSF Campus, to enable The Regents to expand UCSF's facilities on an approximately 4.98 acre site known as Block 24, which is comprised of the City street areas and certain adjoining land to be contributed by Catellus to The Regents. Pursuant to Port Commission Resolution No. 98-93, the Port approved an Agreement for Donation of Real Property (the "City Donation Agreement") with The Regents, whereby the City will donate a total of approximately 11.89 acres of land in Mission Bay South (in addition to the approximately 1.34 acres of land referred to above) as described therein (the "City Donation Property"), to be developed for university purposes. A copy of the City Donation Agreement is on file with the Secretary of the Port Commission under File No. 98-93; and

WHEREAS, By Port Commission Resolution No. 98-87, adopted on September 22, 1998, the Port Commission endorsed a Redevelopment Plan for the Mission Bay North Redevelopment Project and urged the Board of Supervisors to adopt the same, and by Port Commission Resolution No. 98-88, adopted on September 22, 1998, the Port Commission endorsed a Redevelopment Plan for the Mission Bay South Redevelopment Project and urged the Board of Supervisors to adopt the same; and

WHEREAS, Consistent with the donation of the City Donation Property for the UCSF Campus and with the objectives of the Mission Bay North and South Redevelopment Plans, the PLTA is proposed to be amended to redesignate a number of the Port Transfer Parcels, to make other modifications to the PLTA and to amend and restate the PLTA (the "Amended PLTA"). A copy of the proposed Amended PLTA is on file with the Secretary of the Port Commission in File No. 98-90; and

WHEREAS, The Amended PLTA sets forth the terms and conditions under which the City, through its Port, will convey to Catellus the "Port Transfer Parcels" and Catellus will convey to the City, through its Port, the "Western Pacific Transfer Parcels" and the "Western Pacific Shoreline," as such property is described therein; and

WHEREAS, The Amended CLTA provides for a lease by the City, including its Port, of certain Port property and certain City property, to Catellus for interim use until such time as such parcels are required for the development of open space and streets under the applicable Redevelopment Plan and its related documents, on the terms described in the Catellus Lease attached to the Amended CLTA. The Amended PLTA provides for a lease (the "Agency Lease") by the City, including its Port, to the Redevelopment Agency of the City and County of San Francisco for the construction, operation and maintenance of open space on the Agency Leasehold Parcels (as defined in the Amended PLTA) upon prior notice by Catellus, subject to the terms described in the term sheet for the Agency Lease attached to the Amended PLTA. Such property would include the Mission Creek South Park and the Bayfront Park to be constructed by Catellus under the South OPA; and

WHEREAS, The land transfers and other agreements set forth in the Amended PLTA are a necessary pre-condition to the development of Mission Bay in accordance with the Mission Bay North and South Redevelopment Plans; and

WHEREAS, An independent appraisal of the Port Transfer Parcels and the Western Pacific Transfer Parcels and Western Pacific Shoreline has been prepared for and reviewed by the City's Director of Property, and the Port's Executive Director. The Director of Property and Port's Executive Director have determined that the value of the lands and interests in lands which the City will receive pursuant to the

Amended PLTA is equal to or greater than the value of the lands or interests in lands to be relinquished by the City pursuant to the Amended PLTA, as set forth in the letter from the Director of Property and Port Executive Director on file with the Secretary of the Port Commission in File No. 98-91; and

WHEREAS, On September 17, 1998, the City Planning Commission, by Motion No. _____, and the Redevelopment Agency Commission, by Resolution No. 182-98, certified the Final Subsequent Environmental Impact Report for the Mission Bay Project ("Final SEIR") as accurate, adequate and objective and in compliance with the California Environmental Quality Act ("CEQA"); and

WHEREAS, By Planning Commission Resolution No. _____, adopted on September 17, 1998, the Planning Commission found that the Amended PLTA is consistent with the General Plan, as proposed to be amended, and with the eight Priority Policies of City Planning Code Section 101.1, and a copy of such resolution is on file with the Secretary of the Port Commission in File No. 98-91; and

WHEREAS, The public interest and necessity require and are not inconvenienced by the conveyance of the Port Transfer Parcels as contemplated by the Amended PLTA . The value of the Western Pacific Transfer Parcels and Western Pacific Shoreline that the City, through its Port, will acquire or receive is equal to or greater than the value of the Port Transfer Parcels that it will convey; now, therefore, be it

RESOLVED, This Port Commission has reviewed and considered the information contained in the Final SEIR. For purposes of compliance with CEQA, the Amended PLTA is part of the Mission Bay project examined in the Final SEIR for which the Port Commission, by Resolution No. 98-86, has adopted findings with respect to the Final SEIR as required by CEQA, which findings are on file with the Secretary of the Port Commission under File No. 98-86, and which findings are incorporated herein by this reference; and be it further

RESOLVED, That the Port Commission hereby approves the Amended PLTA and the conveyances of real property and transactions contemplated thereby, including the subsequent entry into and performance of the Agency Lease, consistent with the term sheet for the Agency Lease,

described in the exhibit thereto, and of the Catellus Lease; and be it further,

RESOLVED, That the Port Commission approves the releases and indemnities by the City and Port with respect to hazardous substances and other matters pursuant to the Amended PLTA, the Catellus Lease and the Agency Lease as contemplated in the term sheet for the Agency Lease attached to the Amended PLTA; and be it further

RESOLVED, That the Port Commission urges the Board of Supervisors to approve the Amended PLTA, and, upon the effectiveness of the Board of Supervisors' Ordinance approving the Amended PLTA authorizes the Mayor, the Director of Property and the Executive Director of the Port, to execute on behalf of the City and County of San Francisco the Amended PLTA and, in accordance with the Amended PLTA, the Agency Lease and Catellus Lease, including any additions or modifications thereto (including the attachment of exhibits and the approval of the form of the Agency Lease and the Catellus Lease and the addition of lands to the Agency Lease from time to time, as contemplated in the Amended CLTA and Amended PLTA) that the Mayor, the Director of Property and the Executive Director of the Port, in consultation with the City Attorney, determine are in the best interests of the City and are necessary or advisable to complete the transactions contemplated in the Amended PLTA (including the Agency Lease, on terms consistent with the term sheet for the Agency Lease, and the Catellus Lease), and do not materially increase the obligations or liabilities of the City, will not have any material adverse fiscal impact on the City or materially diminish the rights of or benefits to the City, and are necessary or advisable to complete the transaction contemplated in the Amended PLTA and effectuate the purposes and intent of this Resolution, such determination to be conclusively evidenced by the execution and delivery by the Mayor, Director of Property and Executive Director of the Port of the Amended PLTA and any amendments thereto; and be it further

RESOLVED, That the Port Commission hereby authorizes the Director of Property to accept on behalf of the City, to be held under the jurisdiction of its Port Commission, the deeds to the Western Pacific Transfer Parcels and the Western Pacific Shoreline, subject to the terms and conditions set forth in the Amended PLTA and such non-material

modifications to the deeds as may hereafter be agreed upon by the City and Catellus, subject to the limitations in the immediately preceding Resolved clause; and be it further

RESOLVED, That the Port hereby authorizes and urges the Mayor, the Director of Property and the Executive Director of the Port, and to the extent necessary, the Secretary of the Port Commission or any other City officer, to take any and all actions, including executing on behalf of the City or its Port any memoranda approving the form of exhibits to the Amended PLTA, the form of the Agency Lease or the Catellus Lease or exhibits thereto, any amendments to the Agency Lease to add lands thereto in accordance with the terms and conditions of the Amended CLTA and Amended PLTA, or any escrow instructions, closing or similar documents and any contracts, agreements, memoranda or similar documents with State, regional and local entities, that are necessary or proper to consummate the Amended PLTA (including the Agency Lease and the Catellus Lease), including any evidence of termination of the Port Agreement to License and Option and the Western Pacific Lease (as described in the Amended PLTA) in accordance with this Resolution, or to otherwise effectuate the purposes and intent of this Resolution, such determination to be conclusively evidenced by the execution and delivery by such person or persons of any such documents.

I hereby certify that the foregoing resolution was adopted by the San Francisco Port Commission at its meeting of September 22, 1998.

_____
Secretary

[Mission Bay - ACPT]

PORT COMMISSION
CITY & COUNTY OF SAN FRANCISCO

RESOLUTION NO. 98-92

WHEREAS, Whenever used in this Resolution, the terms "boundary of the Port of San Francisco," "Burton Act trust," "City," "Mission Bay Development Area," "public trust," and "Western Pacific Property" shall have the same definitions as set forth in Chapter 1143 of the Statutes of 1991 of the State of California, as amended by Chapter 86 of the Statutes of 1992 and by Chapter 203 of the Statutes of 1997 (the "Act"), a copy of which is on file with the Secretary of the Port Commission under File No. 98-92; and

WHEREAS, Pursuant to Port Commission Resolution Nos. 91-108 and 91-109, and Board of Supervisors Ordinance Nos. 52-92 and 53-92 and companion Resolution Nos. 116-92 and 117-92, the City, including through its Port Commission (the "Port"), entered into that certain Mission Bay Port Land Transfer Agreement dated as of September 8, 1993 (the "PLTA") with Catellus Development Corporation ("Catellus") and into that certain Mission Bay City Land Transfer Agreement dated as of September 8, 1993 (the "CLTA") with Catellus, pertaining to the transfer and exchange of land between the City, including its Port Commission, and Catellus; and

WHEREAS, Pursuant to Port Commission Resolution No. 91-107, and Board of Supervisors Ordinance No. 52-92 and companion Resolution No. 119-92, the City, including the Port, entered into that certain Agreement Concerning the Public Trust dated as of September 8, 1993 (the "ACPT") with Catellus and the State of California, pertaining to the exchange of certain public trust and Burton Act trust interests as required in order to effectuate the land transfers contemplated by the CLTA and the PLTA; and

WHEREAS, The main purposes of the CLTA, PLTA and ACPT are to settle title disputes among the parties, to convert the existing fragmented system of present and former City street areas into an assemblage of developable parcels and to provide the public with enhanced access to the waterfront; and

WHEREAS, In May 1997, The Regents of the University of California ("The Regents") approved Mission Bay as the location for a major new campus of the University of California at San Francisco (the "UCSF Campus"), and at the University's request, Catellus, which is the principal landowner in Mission Bay, and the City have offered to donate to The Regents at no

transfer price a total of approximately 43 acres of land located in Mission Bay, which will enable The Regents to develop the UCSF Campus; and

WHEREAS, Pursuant to Port Commission Resolution Nos. 98-90 and 98-91, adopted on September 22, 1998, the Port Commission approved amendments and restatements of the PLTA (the "Amended PLTA") with Catellus and of the CLTA (the "Amended CLTA") with Catellus that will accommodate the donation of land to The Regents necessary for the development of the UCSF Campus, redesignate the parcels to be transferred under those agreements and make other modifications to the PLTA and the CLTA. Copies of the Amended PLTA and the Amended CLTA are on file with the Secretary of the Port Commission under File Nos. 98-90 and 98-91, respectively; and

WHEREAS, Pursuant to Board of Supervisors Resolution Nos. 184-98 and 185-98, and Port Commission Resolution No. 98-20, the City, including its Port, entered into that certain Agreement for the Donation of Real Property dated as of February 2, 1998 with The Regents (the "1.34 Acre Donation Agreement"), which provides for the donation by the City and its Port of approximately 1.34 acres within the campus site to facilitate The Regents' development of one or more biomedical laboratory buildings. In connection with 1.34 Acre Donation Agreement, the Port Commission made certain public trust findings in accordance with the provisions of Chapter 1143 of the Statutes of 1991, as amended, and authorized the Port to enter into that certain Agreement with Catellus, the City and the State of California, providing for the termination of the public trust over the Port's and City's donation parcel and certain adjacent property, to be donated by Catellus to The Regents, as well as certain other property owned by Catellus; and

WHEREAS, Pursuant to Port Commission Resolution No. 98-93, adopted on September 22, 1998, the Port approved an Agreement for Donation of Real Property with The Regents (the "City Donation Agreement"), whereby the City will donate a total of approximately 11.89 acres of land in the Mission Bay Development Area (in addition to the property which is subject to the 1.34 Acre Donation Agreement), as described therein (the "City Donation Property"), to be developed for University purposes. A copy of the City Donation Agreement is on file with the Secretary of the Port Commission under File No. 98-93; and

WHEREAS, The ACPT needs to be amended to accommodate the donation of the City Donation Property to UCSF pursuant to the City Donation Agreement, redesignate the property to be transferred, and make other modifications to the ACPT. A copy of the proposed amended and restated ACPT is on file with the Secretary of the Port Commission under File No. 98-92 (the "Amended ACPT"); and

WHEREAS, On September 17, 1998, the City Planning Commission, by Motion No. ___, and the Redevelopment Agency Commission, by Resolution No. 182-98, certified the Final Subsequent Environmental Impact Report for the Mission Bay Project ("Final SEIR") as accurate, adequate and objective and in compliance with the California Environmental Quality Act ("CEQA"); and

WHEREAS, By Planning Commission Resolution No. _____, adopted on September 17, 1998, the Planning Commission found that the Amended CLTA is consistent with the General Plan, as proposed to be amended, and with the eight Priority Policies of City Planning Code Section 101.1, and a copy of such resolution is on file with the Secretary of the Port Commission in File No. _____; and

WHEREAS, Section 3 of the Act authorizes the State Lands Commission to grant to the City any and all of the right, title and interest held by the State by virtue of its sovereignty, and not previously conveyed, in and to filled tidelands and submerged lands within the Mission Bay Development Area and authorizes the State Lands Commission, pursuant to Article X, Section 3 of the California Constitution, to grant to the City any and all of the right, title and interest held by the State by virtue of its sovereignty, and not previously conveyed, including any Burton Act trust or public trust interest in and to filled tidelands and submerged lands within the City Donation Property and certain other lands in consideration for the conveyance of lands to the University for the UCSF Campus. The Act also authorizes the City, subject to the approval of the State Lands Commission, to transfer lands granted to the City for lands or interests in lands of equal or greater value which are useful for public trust purposes if the City makes certain findings as set forth below. The Act further authorizes the State Lands Commission to approve such an exchange if it makes the same findings. The Act further authorizes the City to sell tidelands that have been reserved to the State of California for street purposes, provided that the State makes the requisite findings to allow such sale; and

WHEREAS, In accordance with the Act, the Amended PLTA, Amended CLTA and Amended ACPT (collectively, the "Land Transfer Agreements") contemplate that certain lands in dispute with the State of California and certain other lands subject to the public trust or the Burton Act trust shall be conveyed free of those trusts to Catellus, and the public trust and the Burton Act trust over the City Donation Property and certain other lands shall be terminated, in exchange for: (i) the conveyance to the City subject to the public trust or the public trust and the Burton Act trust of certain lands owned by Catellus; (ii) the conveyance to the City of an easement over certain other lands owned by Catellus which will permanently encumber those lands with the public trust; (iii) the agreement by the City that certain street areas which are the subject of a title dispute with the State and other areas shall be permanently subjected to the public trust by easement or otherwise; and (iv) the donation to The Regents of certain land from the City and Catellus; and

WHEREAS, The Amended CLTA and Amended PLTA contemplate that the City, including its Port Commission, and Catellus transfer certain parcels of land and interests in lands within the Mission Bay Development Area and that Catellus transfer the Western Pacific Transfer Parcels and Western Pacific Shoreline to the City, to be held under the jurisdiction of its Port Commission; and

WHEREAS, The Amended ACPT contemplates that: (i) in consideration for the donation of lands by the City and Catellus to The Regents for the UCSF Campus (a) certain lands to which title is in dispute with the State of California and certain other lands subject to the public trust or the Burton Act trust, or both trusts, shall be conveyed free of those trusts to The Regents and (b) pursuant to Section 3 of Article X of the California Constitution, public trust claims will be relinquished from certain other lands comprised of present or former street areas to which title is in dispute with the State of California; and (ii) in conjunction with the land transfers contemplated by the Amended CLTA and Amended PLTA, certain lands to which title is in dispute with the State of California and certain other lands subject to the public trust or the Burton Act trust, or both trusts, will be relinquished from such trusts in exchange for the encumbrance of certain other lands with either the public trust, the Burton Act trust, or both trusts, as well as the use restrictions of the Act; and

WHEREAS, Such transfers require resolution of title disputes which have long existed among the City, the State of California, and Catellus, such disputes having concerned the extent and nature of their respective ownership of lands and interests in lands within the Mission Bay Development Area and the Western Pacific Property; and

WHEREAS, The public interest requires the resolution of the title problems by agreement, in part because of the expense, burden and predictably lengthy time of litigation to resolve the many complex legal matters at issue; and

WHEREAS, Pursuant to the Burton Act, the State granted to the City certain of the filled and unfilled tide and submerged lands within the Mission Bay Development Area, subject to (1) the public trust for commerce, navigation and fisheries, (2) the Burton Act, (3) the terms and conditions of the agreement between the State and the City which transferred title to the City of lands subject to the Burton Act, and (4) the Charter of the City; and

WHEREAS, Article X, Section 3 of the California Constitution provides that tidelands within two miles of any incorporated city, city and county, or town in California may be sold into private ownership if such tidelands were reserved to the State solely for street purposes and the California legislature finds and declares that they are not used for navigation purposes and are not necessary for such purposes, subject to such conditions as the State Legislature determines are necessary to be imposed in connection with any such sales to protect the public interest; and

WHEREAS, Independent appraisals of the Mission Bay Development Area and the Western Pacific Property have been prepared for and reviewed by the City's Director of Property and the Executive Director of the Port, and they have determined that the value of the lands and interests in lands which the City, including its Port, will receive pursuant to the Land Transfer Agreements is greater than the value of the lands or interests in lands to be relinquished by the City, including its Port, pursuant to the Land Transfer Agreements, as set forth in the letter from the Director of Property and the Executive Director of the Port on file with the Secretary of the Port Commission in File No. 98-92; and

WHEREAS, The lands to be conveyed by the City, and over which the public trust or the public trust and the Burton Act trust will be terminated pursuant to the Amended CLTA and Amended PLTA: (i) have been filled and reclaimed

in the course of a highly beneficial plan for development of the harbor and waterfront of the City and the Port of San Francisco, and consist entirely of dry land lying above the present line of mean high tide; (ii) are not used, suitable, or necessary for navigation purposes and not necessary for street purposes; and (iii) have been and are presently cut off from access to the waters of San Francisco Bay, constitute a relatively small portion of the tide and submerged lands which have been granted to the City, and are no longer needed or required for the promotion of the public trust or the Burton Act trust; and

WHEREAS, Certain of the tide and submerged lands within the Mission Bay Development Area and the Western Pacific Property were authorized to be, and were laid off and conveyed into private record ownership pursuant to various acts of the State Legislature, including Chapter 41 of the Statutes of 1851, Chapter 160 of the Statutes of 1851, Chapter 407 of the Statutes of 1863-1864, Chapter 543 of the Statutes of 1867-68, Chapter 490 of the Statutes of 1871-72, Chapter 265 of the Statutes of 1903, Chapter 434 of the Statutes of 1947, and Chapter 1252 of the Statutes of 1953; and

WHEREAS, There has been a dispute between the City and the State of California with respect to the extent to which certain street areas within the Mission Bay Development Area may be subject to the public trust or other encumbrances that may have arisen because the lands were once sovereign lands of the State of California. It is in the public interest that this dispute be resolved in a manner that furthers public trust purposes; and

WHEREAS, There has been a dispute between and among the City, the State of California and Catellus, the current private owner of the Western Pacific Transfer Parcels and the Western Pacific Shoreline, with respect to the extent to which the Western Pacific Property may be subject to the public trust or other encumbrances that may have arisen because the lands were once sovereign lands of the State of California. It is in the public interest that this dispute be resolved in a manner that furthers public trust purposes; and

WHEREAS, The existing fragmented pattern of public and private ownership within the Mission Bay Development Area and the Western Pacific Property, especially the industrial area street system and parcelization imposed on the Mission Bay Development Area largely as the result of subdivisions

and sales in the latter half of the nineteenth century, limit both the potential development of the area and the expansion of desirable public uses in the area, including, but not limited to, the expansion of UCSF and uses consistent with the public trust and the Burton Act trust, such as open space and parks along the waterfront and elsewhere within those areas, and public access to and along the shoreline of the Mission Bay Development Area and the Western Pacific Property. Consolidation of public and private ownerships, together with addressing the environmental condition as required by applicable law of all real property to be subjected to the public trust or the Burton Act trust, or both trusts, or to be made available for the UCSF Campus, will permit the development of improved open space, public access, waterfront parks, and other public facilities consistent with the public trust and the Burton Act trust, and the development would otherwise not be feasible because of existing ownership patterns and lack of city and state funds; and

WHEREAS, The consideration for the sale of lands or interests in lands pursuant to Section 3 of Article X of the California Constitution shall be the conveyance to The Regents of lands or interests in lands for expansion of UCSF, the value of which equals or exceeds the value of the lands or interests in lands that are to be sold; and

WHEREAS, At the conclusion of the exchanges contemplated by the Land Transfer Agreements, the lands that will be subject to the public trust and the Burton Act trust, or both trusts, will provide lateral public access to the water along the entirety of the shoreline of the Mission Bay Development Area and the Western Pacific Property; and

WHEREAS, Upon completion of the conveyances contemplated by the Land Transfer Agreements, the lands subject to the public trust or the Burton Act trust, or both trusts, within the Mission Bay Development Area shall be substantially in the configuration shown in Section 13.6 of the Act, the lands within the Western Pacific Property shall meet the requirements of the Act as it pertains to the Western Pacific Property, and the lands subject to the public trust or the Burton Act Trust within the Mission Bay Development Area and the Western Pacific Shoreline and Western Pacific Easement Parcels shall be restricted to the uses provided for in the Act; and

WHEREAS, Substantial portions of the granted tidelands in dispute within the Mission Bay Development Area to be conveyed into private ownership were

reserved to the State for street purposes and are not used or necessary for navigation purposes, and therefore under Section 3 of Article X of the California Constitution can and should be conveyed into private ownership for uses consistent with and in furtherance of the Act; and

WHEREAS, The exchange of lands and rights provided for in the Land Transfer Agreements are in the best interests of the City, and will further the public trust and the Burton Act trust; and

WHEREAS, The conveyance of the City Donation Property to The Regents is in the best interests of the City, and will further a public purpose, including, without limitation, the promotion of public education; and

WHEREAS, No substantial interference with the public trust or the Burton Act trust will ensue from the relinquishment by the City of its interest in those lands to be conveyed into private ownership or to The Regents and over which the public trust or the public trust and the Burton Act trust will be terminated pursuant to the Land Transfer Agreements, or from the termination of the public trust or the public trust and the Burton Act trust over certain other lands pursuant to the Land Transfer Agreements; and

WHEREAS, The lands or interests in lands which the City will acquire pursuant to the Land Transfer Agreements are useful for the purposes of the public trust for commerce, navigation and fisheries, the Burton Act trust, and the purposes described in the Act; and

WHEREAS, Based on the report of the Director of Property and the Executive Director of the Port referred to above, the value of the lands or interests in lands to be conveyed to the City and subjected to the public trust, or subjected to the public trust and the Burton Act trust, and the value of the public trust easements to be conveyed to or obtained by the City are equal to or greater than the value of the lands or interests in lands to be conveyed by the City and the public trust interests and Burton Act trust interests to be terminated pursuant to the Land Transfer Agreements; and

WHEREAS, Those lands or interests in lands received by the City pursuant to the Land Transfer Agreements (including the Port Leasehold Parcels, as described in the Amended CLTA) that are (a) the Western Pacific Shoreline, as defined in the Amended PLTA, or (b) within the boundary of the Port of San Francisco (other than the parcel described as the City Facilities Parcel in the Land Transfer Agreements), shall be held by the City, through its

Port Commission, subject to the public trust and the Burton Act trust and the public trust uses described in the Act; and

WHEREAS, Those lands or interests in lands received by the City pursuant to the Amended CLTA outside the boundary of the Port of San Francisco but within the Mission Bay Development Area shall be held by the City subject to the public trust and the public trust uses described in the Act; and

WHEREAS, Pursuant to Section 5 of the Act, the conveyances contemplated by the Amended ACPT are consistent with the legislative findings and declarations set forth in Section 2 of the Act; now, therefore, be it

RESOLVED, The Port Commission has reviewed and considered the information contained in the Final SEIR. For purposes of compliance with CEQA, the Amended ACPT is part of the Mission Bay Project examined in the Final SEIR for which the Port Commission, by Resolution No. 98-86, has adopted findings with respect to the Final SEIR as required by CEQA, which findings are on file with the Secretary of the Port Commission under File No. 98-86, which findings are incorporated herein by reference; and be it further

RESOLVED, That based on the findings and recommendations referred to herein, the Port Commission approves the Amended ACPT and the transactions and conveyances of real property or interests therein, as contemplated thereby; and be it further

RESOLVED, That the Port Commission urges the Board of Supervisors to approve the Amended ACPT and authorizes and urges the Mayor, the Director of Property and the Executive Director of the Port to execute the Amended ACPT, in the name and on behalf of the City, in substantially the form of such agreement presented to this Port Commission; and, be it further

RESOLVED, That the Port Commission recommends and authorizes the Mayor, the Director of Property and the Executive Director of the Port to enter into any additions, amendments or other modifications to the Amended ACPT (including, without limitation, the exhibits) that the Mayor, the Director of Property and the Executive Director of the Port determine, in consultation with the City Attorney, are in the best interests of the City, do not materially increase the obligations or liabilities of the City, will not have any material adverse fiscal impact on the City, do not materially diminish the rights of or benefits to the City, and are necessary or advisable to

complete the transaction contemplated in the Amended ACPT and effectuate the purpose and intent of this Resolution, such determination to be conclusively evidenced by the execution and delivery by the Director of Property and the Executive Director of the Port of the Amended ACPT and any amendments thereto; and be it further

RESOLVED, That the Port Commission authorizes and recommends the Mayor, the Director of Property, the Executive Director of the Port and any other officers, agents or employees of the City to take any and all steps (including, but not limited to, the execution and delivery of any and all escrow instructions, agreements, notices, consents and other instruments or documents, including, without limitation, any agreements to extend the applicable statutes of limitation) as they or any of them deem necessary or appropriate, in consultation with the City Attorney, in order to consummate the Amended ACPT in accordance with this Resolution, or to otherwise effectuate the purposes and intent of this Resolution, such determination to be conclusively evidenced by the execution and delivery by such person or persons of any such documents.

I hereby certify that the foregoing resolution was adopted by the San Francisco Port Commission at its meeting of September 22, 1998.

_____
Secretary

\\PACIFICA\USERS\PORTWIDE\Resolution ACPT2.doc

[MISSION BAY UC DONATION]

PORT COMMISSION
CITY & COUNTY OF SAN FRANCISCO

RESOLUTION NO. 98-93

WHEREAS, In January 1997, The Regents of the University of California ("The Regents") approved the 1996 Long Range Development Plan ("LRDP") for the University of California, San Francisco ("UCSF"), and the LRDP identified three finalist locations for a new expansion campus for UCSF, including a location in Mission Bay and two other locations outside of the City and County; and,

WHEREAS, In May 1997, The Regents approved Mission Bay South as the location for the new campus (the "UCSF Campus"); and,

WHEREAS, The property owners of the Mission Bay site selected by The Regents for the UCSF Campus are Catellus Development Corporation ("Catellus") and the City; and,

WHEREAS, As an essential condition to The Regent's agreement to select the Mission Bay site, Catellus and the City, including its Port, offered to contribute to The Regents a total of approximately 43 acres of land in Mission Bay South for development of the UCSF Campus (the "Campus Site"); and,

WHEREAS, At full build out, the UCSF Campus will include approximately 2,650,000 square feet of instruction, research and administration space, plus associated parking and loading uses, to house UCSF's world-renowned faculty and research facilities; and,

WHEREAS, The retention within the City of UCSF, which is one of the City's major employers, and development of the new UCSF Campus affords numerous public benefits to the City and County and its residents, including, but not limited to, the advancement of public education and medical research, the creation of jobs, and the promotion of the City's growing biotechnology industry in the area surrounding the new campus; and,

WHEREAS, Pursuant to Port Commission Resolution No. 98-19, and Board of Supervisors Resolution Nos. 185-98 and 186-98, the Port Commission and Board of Supervisors have approved the donation by

the City, including its Port Commission, to The Regents of approximately 1.34 acres of land (including approximately .85 acres of Port property located on 6th St. at 16th and Minnesota Streets (the "Port Property") to enable The Regents to expand UCSF's facilities on an approximately 4.98-acre site known as block 24, which is comprised of the City street areas and certain adjoining land to be contributed by Catellus to The Regents; and,

WHEREAS, The City and County owns approximately 11.89 acres of additional land within the Campus Site, which land consists of portions of former and current streets and is more particularly described in the maps and legal descriptions on file with the Secretary of the Port Commission in File No. 98-93 (the "City Donation Property"); and,

WHEREAS, A copy of the proposed City Donation Agreement, containing the terms and conditions of the contribution of the City Donation Property to The Regents, is on file with the Secretary of the Port Commission in File No. 98-93 (the "City Donation Agreement"); and,

WHEREAS, The City Donation Agreement does not affect other Port property except that the City Donation Agreement will supersede and replace the existing agreement between the City, including its Port, and The Regents regarding the donation of the 1.34 acres of City property described above, if the closing of the donation of block 24 to The Regents has not occurred by the time of the closing of the first of the two conveyances under the City Donation Agreement, and therefore, the Port is required to be a signatory thereto to effect such donation; and,

WHEREAS, On September 17, 1998, the City Planning Commission, by Motion No. _____, and the Redevelopment Agency Commission, by Resolution No. 182-98, certified the Final Subsequent Environmental Impact Report for the Mission Bay Project ("Final SEIR") as accurate, adequate and objective and in compliance with the California Environmental Quality Act ("CEQA"); and

WHEREAS, By Planning Commission Resolution No. _____, adopted on September 17, 1998, the Planning Commission found that the City Donation Agreement is consistent with the City's General Plan, as proposed to be amended, and with the eight Priority Policies of City

Planning Code Section 101.1, and a copy of such resolution is on file with the Secretary of the Port Commission in File No. 98-93; now, therefore, be it

RESOLVED, This Port Commission has reviewed and considered the information contained in the Final SEIR. For purposes of compliance with CEQA, the City Donation Agreement is part of the Mission Bay project examined in the Final SEIR for which the Port Commission, by Resolution No. 98-86, has adopted findings with respect to the Final SEIR as required by CEQA, which findings are on file with the Secretary of the Port Commission under File No. 98-86, and which findings are incorporated herein by this reference; and,

RESOLVED, That the Port Commission hereby reaffirms its approval of the conveyance of the Port Property to The Regents under Port Resolution Nos. 98-19 and 98-20; and be it further

RESOLVED, That the Port Commission hereby approves the City Donation Agreement in the form presented to it, and specifically approves the conveyance of the City Donation Property to The Regents, at no transfer price and on an "as is" basis, for the purpose of facilitating the development of the property for university purposes, as contemplated by the City Donation Agreement; and, be it further

RESOLVED, That this Port Commission urges the Board of Supervisors to approve the City Donation Agreement further authorizes and urges the Mayor, the Director of Property and the Executive Director of the Port to execute the City Donation Agreement, in the name and on behalf of the City and County, in substantially the form of such agreement presented to this Port Commission; and, be it further

RESOLVED, That the Port Commission authorizes and urges the Mayor, the Director of Property and the Executive Director of the Port to enter into any additions, amendments or other modifications to the City Donation Agreement (including, without limitation, the exhibits) that they determine, in consultation with the City Attorney, are in the best interests of the City, do not materially increase the obligations or liabilities of the City, will not have any material adverse fiscal impact on the City and do not materially diminish the rights of the City, and are necessary or advisable to complete the transaction contemplated in the City Donation Agreement and effectuate the purpose and intent

of this resolution, such determination to be conclusively evidenced by the execution and delivery by the Mayor, the Director of Property and the Executive Director of the Port of the City Donation Agreement and any amendments thereto; and, be it further

RESOLVED, That the Port Commission authorizes and urges the Mayor, the Director of Property, the Executive Director of the Port and any other officers, agents or employees of the City to take any and all steps (including, but not limited to, the execution and delivery of any and all deeds, escrow instructions, agreements, notices, consents and other instruments or documents) as they or any of them deem necessary or appropriate, in consultation with the City Attorney, in order to consummate the City Donation Agreement in accordance with this resolution, or to otherwise effectuate the purpose and intent of this resolution, such determination to be conclusively evidenced by the execution and delivery by such person or persons of any such documents.

I hereby certify that the foregoing resolution was adopted by the San Francisco Port Commission at its meeting of September 22, 1998.

_____
Secretary

[Mission Bay - NORTH ICA]

PORT COMMISSION
CITY & COUNTY OF SAN FRANCISCO

RESOLUTION NO. 98-94

WHEREAS, The Redevelopment Agency of the City and County of San Francisco (the "Redevelopment Agency") has proposed the adoption of a Redevelopment Plan for the Mission Bay North Redevelopment Project ("Redevelopment Plan"), which is generally bounded by the north embankment of the China Basin Channel and Townsend, Third and Seventh Streets and contains approximately 65 acres of land, as more particularly described in the Redevelopment Plan referred to in paragraph B below (the "North Plan Area"). Certain Port property located within China Basin Channel is impacted by the Redevelopment Plan; and

WHEREAS, Pursuant to Sections 33220, 33343, 33344 and 33370 of the Community Redevelopment Law of California, and in order to promote development in accordance with objectives and purposes of the Redevelopment Plan and documents relating to the Redevelopment Plan, the City intends to undertake and complete proceedings and actions necessary to be carried out by the City under the provisions of the Redevelopment Plan and provide for the expenditure of monies by the community in carrying out the Redevelopment Plan, and, specifically, the City wishes to enter into an Interagency Cooperation Agreement with the Redevelopment Agency, in the form on file with the Secretary of the Port Commission in File No. 98-94 (the "Interagency Cooperation Agreement"), to provide for cooperation between the City and the Redevelopment Agency in administering the process for control and approval of subdivisions, and all other applicable land use, development, construction, improvement, infrastructure, occupancy and use requirements and in establishing the policies and procedures relating to such approvals. Catellus Development Corporation is a third party beneficiary of the Interagency Cooperation Agreement; and

WHEREAS, The Planning Department and Redevelopment Agency published a Final Subsequent Environmental Impact Report ("Final SEIR") for the development project contemplated in the North Plan Area. Implementation of the development project includes the adoption

of the Redevelopment Plan. On September 17, 1998, the Planning Commission and the Redevelopment Agency evaluated and certified the Final SEIR jointly, by Planning Commission Resolution No. ____ and Redevelopment Agency Commission Resolution No. 182-98, respectively; now, therefore, be it

RESOLVED, That this Port Commission has reviewed and considered the information contained in the Final SEIR. For purposes of compliance with CEQA, the adoption of the Redevelopment Plan and the ICA are part of the Mission Bay project examined in the Final SEIR for which the Port Commission, by Resolution No. 98-86, has adopted findings with respect to the Final SEIR as required by CEQA, which findings are on file with the Secretary of the Port Commission under File No. 98-86, and which findings are incorporated herein by this reference; and be it further

RESOLVED, That in furtherance of the proposed adoption and implementation of the Redevelopment Plan, the Port Commission hereby approves the proposed Interagency Cooperation Agreement, recommends its approval to the Board of Supervisors, and authorizes the Executive Director of the Port Commission to execute the Agreement in the name and on behalf of the Port Commission, in substantially the form of such agreement presented to this Commission; and be it further,

RESOLVED, That the Port Commission recommends that the Mayor and the Director of Public Works (or any successor City officer designated by law) enter into and approve any additions, amendments or other modifications to the Interagency Cooperation Agreement (including, without limitation, the exhibits, or the Environmental Investigation and Response Program, Design Review and Document Approval Procedure or Housing Program) that they shall determine, in consultation with the City Attorney and the Port (to the extent is affects matters which are under the jurisdiction of this Commission), are in the best interests of the City, provided that any such additions, amendments or modifications do not materially increase the costs or liabilities of the Port, do not materially decrease the time periods required for review or approval by the Port of permits, approvals, agreements and entitlements in connection with the

implementation of the Redevelopment Plan and Plan documents, do not materially alter the obligations of the City Agencies or the principal benefits to the Port, and are necessary or advisable to effectuate the implementation of the Redevelopment Plan, Plan documents and this Resolution; and be it further

RESOLVED, That the Port Commission authorizes and urges the Executive Director of the Port Commission, in conjunction with the Mayor, Director of Public Works and any other officers, agents and employees of the City to take any and all steps (including, but not limited to, the execution and delivery of any and all agreements, notices, consents and other instruments or documents, including, without limitation, any agreements to extend any applicable statutes of limitation) as they or any of them deem necessary or appropriate, in consultation with the City Attorney, in order to consummate the Interagency Cooperation Agreement in accordance with this Resolution, or to otherwise effectuate the purpose and intent of this Resolution, such determination to be conclusively evidenced by the execution and delivery by such person or persons of any such documents.

I hereby certify that the foregoing resolution was adopted by the San Francisco Port Commission at its meeting of September 22, 1998.

_____
Secretary

PORT COMMISSION
CITY & COUNTY OF SAN FRANCISCO

RESOLUTION NO. 98-95

WHEREAS, The Redevelopment Agency has proposed the adoption of a Redevelopment Plan for the Mission Bay South Redevelopment Project ("Redevelopment Plan"), which is generally bounded by the South embankment of the China Basin Channel and Seventh Street, Interstate 280, Mariposa Street, Terry Francois Boulevard and Third Street and contains approximately 238 acres of land, as more particularly described in the Redevelopment Plan referred to in paragraph B below (the "South Plan Area"); and

WHEREAS, Pursuant to Sections 33220, 33343, 33344 and 33370 of the Community Redevelopment Law of California, and in order to promote development in accordance with objectives and purposes of the Redevelopment Plan and documents relating to the Redevelopment Plan, the City intends to undertake and complete proceedings and actions necessary to be carried out by the City under the provisions of the Redevelopment Plan and provide for the expenditure of monies by the community in carrying out the Redevelopment Plan, and, specifically, the City wishes to enter into an Interagency Cooperation Agreement with the Redevelopment Agency, in the form on file with the Secretary of the Port Commission in File No. 98-95 (the "Interagency Cooperation Agreement"), to provide for cooperation between the City and the Redevelopment Agency in administering the process for control and approval of subdivisions, and all other applicable land use, development, construction, improvement, infrastructure, occupancy and use requirements and in establishing the policies and procedures relating to such approvals. Catellus Development Corporation is a third party beneficiary of the Interagency Cooperation Agreement; and

WHEREAS, On September 4, 1998, the Planning Department and Redevelopment Agency published a Final Subsequent Environmental Impact Report ("Final SEIR") for the development project contemplated in the South Plan Area. Implementation of the development project includes the approval of the Interagency Cooperation Agreement. On September 17, 1998, the Planning Commission and the Redevelopment Agency

evaluated and certified the Final SEIR jointly, by Planning Commission Resolution No. _____ and Redevelopment Agency Commission Resolution No. 182-98; now, therefore, be it

RESOLVED, This Port Commission has reviewed and considered the information contained in the Final SEIR. For purposes of compliance with CEQA, the Redevelopment Plan and the ICA are part of the Mission Bay project examined in the Final SEIR for which the Port Commission, by Resolution No. 98-86, has adopted findings with respect to the Final SEIR as required by CEQA, which findings are on file with the Secretary of the Port Commission under File No. 98-86, and which findings are incorporated herein by this reference as though such findings were fully set forth in this Resolution; and be it further

RESOLVED, That in furtherance of the proposed adoption and implementation of the Redevelopment Plan, the Port Commission hereby approves the proposed Interagency Cooperation Agreement, recommends its approval to the Board of Supervisors, and authorizes the Executive Director of the Port Commission to execute the Agreement in the name and on behalf of the Port Commission, in substantially the form of such agreement presented to this Commission; and be it further,

RESOLVED, That the Port Commission recommends that the Mayor and the Director of Public Works (or any successor City officer designated by law) enter into and approve any additions, amendments or other modifications to the Interagency Cooperation Agreement (including, without limitation, the exhibits, or the Environmental Investigation and Response Program, Design Review and Document Approval Procedure or Housing Program) that they shall determine, in consultation with the City Attorney and the Port (to the extent is affects matters which are under the jurisdiction of this Commission), are in the best interests of the City, provided that any such additions, amendments or modifications do not materially increase the costs or liabilities of the Port, do not materially decrease the time periods required for review or approval by the Port of permits, approvals, agreements and entitlements in connection with the implementation of the Redevelopment Plan and Plan documents, do not materially alter the obligations of the City Agencies or the

principal benefits to the Port, and are necessary or advisable to effectuate the implementation of the Redevelopment Plan, Plan documents and this Resolution; and be it further

RESOLVED, That the Port Commission authorizes and urges the Executive Director of the Port Commission, in conjunction with the Mayor, Director of Public Works and any other officers, agents and employees of the City to take any and all steps (including, but not limited to, the execution and delivery of any and all agreements, notices, consents and other instruments or documents, including, without limitation, any agreements to extend any applicable statutes of limitation) as they or any of them deem necessary or appropriate, in consultation with the City Attorney, in order to consummate the Interagency Cooperation Agreement in accordance with this Resolution, or to otherwise effectuate the purpose and intent of this Resolution, such determination to be conclusively evidenced by the execution and delivery by such person or persons of any such documents.

I hereby certify that the foregoing resolution was adopted by the San Francisco Port Commission at its meeting of September 22, 1998.

_____
Secretary

[MISSION BAY- STREET VACATIONS]

PORT COMMISSION
CITY & COUNTY OF SAN FRANCISCO

RESOLUTION NO. 98-96

WHEREAS, Pursuant to Port Commission Resolutions No. 91-108 and 91-109, and Board of Supervisors Ordinance Nos. 52-92 and 53-92 and companion Resolution Nos. 116-92 and No. 117-92, the City, and where necessary to effectuate the purposes of the agreements, its Port Commission (collectively, the "City"), entered into that certain Mission Bay Port Land Transfer Agreement dated as of September 8, 1993 (the "PLTA") with Catellus Development Corporation ("Catellus") and into that certain Mission Bay City Land Transfer Agreement dated as of September 8, 1993 (the "CLTA") with Catellus, pertaining to the transfer and exchange of land between the City, including the Port, and Catellus; and

WHEREAS, Pursuant to Port Commission Resolution No. 91-107, and Board of Supervisors Ordinance No. 52-92 and companion Resolution No. 119-92, the City, entered into that certain Agreement Concerning the Public Trust dated as of September 8, 1993 (the "ACPT") with Catellus and the State of California, pertaining to the exchange of certain public trust and Burton Act trust interests as required in order to effectuate the land transfers contemplated by the CLTA and the PLTA; and

WHEREAS, The main purposes of the CLTA, PLTA and ACPT (including as they are proposed to be amended) are to settle title disputes among the parties, to convert the existing fragmented system of present and former City street areas into an assemblage of developable parcels and to provide the public with enhanced access to the waterfront; and

WHEREAS, Pursuant to Port Resolutions Nos. 98-90, 98-91, and 98-92, the Port, has approved amendments and restatements of the PLTA (the "Amended PLTA"), the CLTA (the "Amended CLTA") and the Agreement Concerning the Public Trust (the "Amended ACPT") with Catellus and the State of California (collectively, the "Land Transfer Agreements"); and

WHEREAS, By Port Commission Resolution Nos. 98-87 and 98-88, adopted on September 22, 1998, the Port Commission endorsed

Redevelopment Plans for the Mission Bay South Redevelopment Project and the Mission Bay North Redevelopment Project and urged the Board of Supervisors to adopt the same; and

WHEREAS, In order to fulfill the purpose of the Land Transfer Agreements and the Mission Bay North and South Redevelopment Plans, it is necessary to vacate certain street areas that are currently subject to the Burton Act and that are located within and outside the Port jurisdiction line within the Mission Bay North and South Redevelopment Area; and

WHEREAS, The general location and extent of such street areas to be vacated (collectively, the "Street Areas") are described as: (1) Illinois Street between Merrimac Street and Sixteenth Street; (2) El Dorado Street east of Illinois Street; (3) Portions of Illinois Street between Sixteenth Street and Mariposa Street; (4) Portion of Louisiana Street adjacent to Terry Francois Boulevard; (5) Portions of Fourth Street between Third Street and Louisiana Street; (6) Illinois Street between Merrimac Street and Fourth Street; (7) Portion of Fourth Street north of Mission Rock Street; (8) Portion of Mission Rock Street east of Fourth Street; (9) a portion of Sixth Street between Channel Street and Sixteenth Street; (10) Portion of Berry Street between Third Street and Fourth Street; (11) Portion of Berry Street between Fifth Street and Sixth Street; (12) Portion of Berry Street between Fourth Street and Fifth Street; (13) Portion of Sixth Street south of Townsend Street; and (14) Portion of King Street east of Sixth Street. The Street Areas are more particularly described in the Department of Public Works' SUR Map Nos. 998, 1098, 1198, 1298, 1398, 1598, 1698, and 1798, and attached legal descriptions, which are on file with the Port Commission Secretary; and

WHEREAS, On August 10, 1998, the Board of Supervisors introduced a Resolution of Intent to Vacate Certain Street Areas Within Mission Bay (File No. _____) and an ordinance (File No. _____) ordering the vacation, as set forth in the copy which is on file with the Commission Secretary; and

WHEREAS, On August 24, 1998, the Board of Supervisors approved the Resolution of Intent to Vacate and set a October 13, 1998, hearing date; and

WHEREAS, On September 4, 1998, the City Planning Commission, by Motion No. _____, and the Redevelopment Agency Commission, by Resolution No. 182-98 certified the Final Subsequent Environmental Impact Report for the Mission Bay Project ("Final SEIR") as accurate, adequate and objective and in compliance with the California Environmental Quality Act ("CEQA"); and

WHEREAS, The Board of Supervisors will consider the proposed ordinance for the vacation of the Street Areas on October 13, 1998; now, therefore, be it

RESOLVED, This Port Commission has reviewed and considered the information contained in the Final SEIR. For purposes of compliance with CEQA, the street vacations are part of the Mission Bay project examined in the Final SEIR for which the Port Commission, by Resolution No. 98-86 has adopted findings with respect to the Final SEIR as required by CEQA, which findings are on file with the Secretary of the Port Commission under File No. 98-86 and which findings are incorporated herein by this reference; and be it further

RESOLVED, That the Port Commission hereby approves and confirms the vacation of the Street Areas, as described in the maps and legal descriptions attached to the form of the Board of Supervisors Ordinance, as set forth in the copy which is on file with the Commission Secretary; and be it further,

RESOLVED, That the Port Commission approves, confirms and ratifies all prior actions taken by the official, employees and agents of the City including the Port with respect to the vacation of the Street Areas.

I hereby certify that the foregoing resolution was adopted by the San Francisco Port Commission at its meeting of September 22, 1998.

_____
Secretary

[g:\nhs\missbay\resolutions\resolution street vacations2]

[Mission Bay - Jurisdictional Transfer]

PORT COMMISSION
CITY & COUNTY OF SAN FRANCISCO

RESOLUTION NO. 98-97

WHEREAS, By companion Port Commission Resolution Nos. 98-90, 98-91, and 98-92, the Port Commission intends to take action approving an Amended CLTA, Amended PLTA and Amended ACPT (as described in those Resolutions) (collectively, the "Land Transfers Agreements"), whose purpose is to settle title disputes among the parties, to convert the existing fragmented system of present and former City street areas into an assemblage of developable parcels and to provide the public with enhanced access to the waterfront; and

WHEREAS, By companion Port Commission Resolution Nos. 98-87 and 98-88, the Port Commission intends to take certain actions endorsing the adoption of Redevelopment Plans for the Mission Bay North Redevelopment Project and Mission Bay South Redevelopment Project ("Redevelopment Plans"), which are generally bounded by Townsend Street, Seventh Street and Interstate 280, Mariposa Street, Terry A. Francois Boulevard and Third Street (the "Plan Areas"); and

WHEREAS, The Port currently owns an approximately 1.27 acre parcel located at Illinois Street and Mission Rock Street including an existing portion of Fourth Street (the "Property"), which is designated under the South Redevelopment Plan for public facilities purposes; and

WHEREAS, Under the Amended PLTA, the Port Commission agrees to take all actions necessary to relinquish the Port's jurisdiction over the Property to the City's Director of Administrative Services, subject to entering into a Memorandum of Understanding between the Port and the Director of Administrative Services through the City's Real Estate Department allowing the Port to continue to manage and retain revenues from the Property until it is needed for construction of the City facilities; and

WHEREAS, In connection with the closing of the transfers of land under the Land Transfer Agreements, the Burton Act trust and the public trust shall be removed from the Property, and thereafter such Property no longer will need to be held under the jurisdiction of

the Port Commission, and the transfer of administrative jurisdiction over such Property will facilitate the redevelopment of the Plan Areas under the Redevelopment Plans; and,

WHEREAS, In accordance with the provisions of Section 23.10 of the San Francisco Administrative Code, the Director of Administrative Services, in a letter to the Mayor dated August 25, 1998, has requested that the Property be transferred to the Director of Administrative Services for the purposes of facilitating the implementation of the Redevelopment Plans, a copy of which letter is on file with the Secretary of the Port Commission under File No. 98-97; and,

WHEREAS, In accordance with the provisions of Section 23.11 of the San Francisco Administrative Code, the Director of Property, by letter dated August 25, 1998, has reported to the Mayor that in the Director's opinion this real property and any and all improvements thereon can be most advantageously used by the Director of Administrative Services, and has recommended that the transfer be made; and,

WHEREAS, In accordance with the provisions of Section 23.12 of the San Francisco Administrative Code, the Mayor has recommended the proposed transfer of jurisdiction in a letter dated September 10, 1998, a copy of which letter is on file with the Secretary of the Port Commission in File No. 98-__; and

WHEREAS, The Planning Department and Redevelopment Agency have prepared and published a Final Subsequent Environmental Impact Report ("Final SEIR") for the development project contemplated in the South Plan Area. On September 17, 1998, the Planning Commission and the Redevelopment Agency evaluated and certified the Final SEIR jointly, by Planning Commission Resolution No. _____ and Redevelopment Agency Commission Resolution No. 182-98, respectively;

RESOLVED, That this Port Commission has reviewed and considered the information contained in the Final SEIR. For purposes of compliance with CEQA, the Amended CLTA and Amended PLTA, which are the reason for the transfer of jurisdiction authorized by this resolution, are part of the Mission Bay project

examined in the Final SEIR for which the Port Commission, by Resolution No. 98-86, has adopted findings with respect to the Final SEIR as required by CEQA, which findings are on file with the Secretary of the Port Commission under File No. 98-86 and which findings are incorporated herein by this reference; and be it further

RESOLVED, That pursuant to San Francisco Administrative Code Section 23.12, the Port Commission hereby consents to the transfer of the Property to the Director of Administrative Services effective as of the date of the closing of the Land Transfer Agreements, and urges the Board of Supervisors to approve such transfer; and, be it further

RESOLVED, That the Port's Executive Director and the City's Director of Administrative Services, in consultation with the City Attorney, are hereby authorized to enter into a memorandum of understanding with respect to the Property allowing the Port's continued use of and retention of revenue from the Property until such time as the City wishes to commence construction of the community facilities on the Property, as provided in Sections 3.1.1.4 and 5.1.8 of the Amended PLTA; and, be it further

RESOLVED, That consistent with the Amended CLTA and Amended PLTA, any Catellus Transfer Parcels as described in the Amended CLTA that are to be developed as public streets in the Port's jurisdiction shall be held under the administrative jurisdiction of the Port Commission; and, be it further

RESOLVED, That the Director of Administrative Services, the Director of Property, the Executive Director of the Port and any other officers or employees of the City are authorized and urged to take all appropriate action to effectuate the purposes of this resolution.

I hereby certify that the foregoing resolution was adopted by the San Francisco Port Commission at its meeting of September 22, 1998.

_____
Secretary

PORT OF SAN FRANCISCO

Ferry Building
San Francisco, CA 94111
Telephone 415 274 0400
Fax 415 274 0528
wwwsfport.com

MEMORANDUM

September 14, 1998

TO: MEMBERS, PORT COMMISSION
Hon. Denise McCarthy, President
Hon. Kimberly Brandon, Vice-President
Hon. Michael Hardeman

FROM: Douglas F. Wong
Executive Director

SUBJECT: Approval of Month-to-Month License with Women's Alcoholism Center for Storage Space Located in the Ferry Building.

DIRECTOR'S RECOMMENDATION: APPROVE RESOLUTION.

BACKGROUND

Women's Alcoholism Center is currently a tenant in the World Trade Center under Port Lease No. 12372 for approximately 2,064 sq. ft. of office space.

In order to accommodate additional personnel, the tenant needs to remove files and other office equipment items from their space. As a result of its need for storage space, the Women's Alcoholism Center has proposed to lease approximately 179 sq. ft. of storage space located on the ground floor of the Ferry Building. The proposed use is for storage of files and office equipment. The Base Rent for the License is $125.30 ($0.70 per sq. ft.) per month. The License will be on a month to month basis and commence upon Commission approval.

This License requires Port Commission approval because there are no Commission approved parameter rental rates for miscellaneous storage space in the Ferry Building.

THIS PRINT COVERS CALENDAR ITEM NO. 9A

Proposed Terms:

1)	Premises:	Approximately 179 sq. ft. of storage space located on the first floor the Ferry Building.
2)	Term:	The term shall be on a month-to-month basis commencing upon Commission approval of the License.
3)	Use:	The use shall be for file and office equipment storage.
4)	Base Rent:	The Base Rent shall be $125.30 per month ($0.70 per sq. ft.).

Recommendation

Port staff has concluded that the proposed rental rate is fair market rent for the Premises. Port staff recommends approval of License No. 12653 with Women's Alcoholism Center on a month to month basis.

Prepared by: Mark W. Lozovoy, Sr. Property Manager

PORT COMMISSION
CITY AND COUNTY OF SAN FRANCISCO

RESOLUTION NO. 98-85

WHEREAS, Section B 3.581 of the City Charter empowers the Port Commission of San Francisco (the Commission) with the power and duty to use, conduct, operate, maintain, manage, regulate and control the Port area of San Francisco; and

WHEREAS, under Section B 3.581(g) leases granted or made by the Port Commission shall be administered exclusively by the operating forces of the Port Commission; and

WHEREAS, Women's Alcoholism Center has proposed to lease approximately 179 sq. ft. of storage space located in the Ferry Building for the purposes of file and office equipment storage; now therefore be it

RESOLVED, that the San Francisco Port Commission hereby approves License No. 12653, between the Port Commission and Women's Alcoholism Center on the terms and conditions outlined in the memorandum to the Port Commission for Agenda Item 9A of the Port Commission meeting on September 22, 1998, and the Port Commission authorizes the Executive Director of the Port, or his designee, to execute the same on behalf of the Port in such form as is approved by the City Attorney.

I hereby certify that the foregoing resolution was adopted by the Port Commission at its meeting of September 22, 1998.

_____
Secretary

G:\WP51\AGENDAS\WOMEN'S ALCOHOLISM CENTER.DOC\9/14/98

EXHIBIT 1

MISSION BAY FSEIR MITIGATION MONITORING AND REPORTING PROGRAM

	MITIGATION MEASURE	MITIGATION RESPONSIBILITY	MITIGATION SCHEDULE	MONITORING RESPONSIBILITY*	MONITORING ACTIONS/SCHEDULE
	D VISUAL QUALITY AND URBAN DESIGN				
North/ South	D.1 Lighting and Glare Design parking structure lighting to minimize off-site glare. The design could include 45-degree cutoff angles on light fixtures to focus light within the site, and specifications that spill lighting from parking areas would be 0.25 foot-candle or less at 5 feet from the property line of the parking areas. Applies to individual sites within the Project Area.	Owner, other developers	Submit design specifications as part of plan review and site permit processes	Redevelopment Agency; DBI	Agency and DBI to review designs and specifications as part of Project-level plan review and site permit processes
	D.2 Architectural Resources - Evaluation of Fire Station No. 30				
South	D.2a. Retain an architectural historian to prepare an evaluation of the architectural integrity and historical importance of Fire Station No. 30 prior to development on this site. If the building is determined to be eligible for the National Register, preserve, rehabilitate, and reuse the building in a manner that is consistent with the Secretary of the Interior's guidelines for historic preservation.	Fire Department	Prior to alteration or demolition of structure	Redevelopment Agency; Planning Department, Environmental Review Officer (ERO); San Francisco Landmarks Preservation Advisory Board (LPAB), President	Agency to require evaluation as part of Project-level plan review prior to demolition or alteration of structure; Agency to consult with OER, LPAB regarding evaluation

* As indicated in the Project Approvals, the Agency's role is generally limited to oversight through the plan review process to confirm that any relevant measures have been implemented by other City Agencies and non-City agencies with jurisdiction over such measures. Where a measure is monitored through the site permit process, the measure is monitored primarily by DBI and/or DPW, depending on the nature of the improvement, but the Agency will maintain a general oversight role through its participation as a reviewing agency.

	MITIGATION MEASURE	MITIGATION RESPONSIBILITY	MITIGATION SCHEDULE	MONITORING RESPONSIBILITY	MONITORING ACTIONS/SCHEDULE
South	D.2b. If Fire Station No. 30 is found to be eligible for the National Register, require the following mitigation measures to reduce (though not eliminate) the significant impact prior to demolition of the structure: • Prepare a "Historical American Building Survey," including the precise recording of the structure through measurements, drawings, and photographs • Provide sufficient detail in the survey documentation so that after demolition the historical structure could be reconstructed from the survey data • File copies of the records and documents with the appropriate federal, state, and city agencies • Include salvage and selective re-use of building materials in the mitigation program once the survey has been completed • Upon completion, provide a copy of the report to the San Francisco Planning Department, the President of the San Francisco Landmarks Preservation Advisory Board, and the San Francisco Redevelopment Agency.	Fire Department	Prior to alteration or demolition of structure	Redevelopment Agency; Planning Department, ERO; LPAB President	Agency to require implementation of measures as part of Project-level plan review; Agency to consult with OER, LPAB

	MITIGATION MEASURE	MITIGATION RESPONSIBILITY	MITIGATION SCHEDULE	MONITORING RESPONSIBILITY	MONITORING ACTIONS/SCHEDULE
North / South	D.3 Archaeological Resources Retain the services of an archaeologist, because of the strong possibility of encountering the remains of cultural or historic artifacts or features in the six historic resources areas. The Environmental Review Officer (ERO) in consultation with the President of the Landmarks Preservation Advisory Board (LPAB) and the archaeologist would determine: 1) whether the archaeologist should instruct all excavation and foundation crews on the project site of the potential for discovery of historic archaeological deposits and artifacts, and the procedures to be followed if such materials are uncovered; and 2) prior to the commencement of foundation excavation, a program of archaeological testing. Retain a qualified historic archaeologist to supervise a pre-foundation excavation testing program for each phase of Project Area development or each construction site, as appropriate, using a series of mechanical, exploratory borings or other testing methods determined by the archaeologist to be appropriate. A qualified historical archaeologist would supervise the testing in the six historic resource areas to determine the probability of finding cultural and historical remains. At the completion of the archaeological testing program, the archaeologist would submit a written report first and directly to the ERO and the President of the LPAB, with a copy to the project sponsor, which describes the findings, assesses their significance and proposes appropriate recommendations for any additional procedures necessary for the mitigation of adverse impacts to cultural resources determined to be significant. Retain a certified archaeologist to supervise a program of on-site monitoring during site excavation in the six historic resource areas, following site clearance and pre-excavation testing. The certified archaeologist would record observations in a permanent log. Should cultural or historic artifacts be found following commencement of excavation activities, the archaeologist would assess the significance of the find, and immediately report to the ERO and the President of LPAB. Upon receiving the advice of the consultant and the LPAB, the ERO would recommend specific mitigation measures, if necessary. The monitoring program, whether or not there are finds of significance, would result in a written report to be submitted first and directly to the ERO and the President of the LPAB, with a copy to the project sponsor. Suspend excavation or construction activities which might damage discovered cultural resources for a total maximum of four weeks over the course of construction at each site to permit inspection, recommendation and retrieval, if appropriate. Implement an appropriate security program to prevent looting or destruction, if cultural resources of potential significance are discovered. Any discovered cultural artifact assessed as significant by the archaeologist upon concurrence by the ERO and the President of the LPAB would be placed in a repository designated for such materials or possibly exhibited in a public display. Following approval of the archaeological testing and monitoring program reports by the ERO and the President of LPAB, a final report would be sent to the California Archaeological Site Survey Office at Sonoma State University, the Foundation for San Francisco's Architectural Heritage and the State Office of Historic Preservation. The Office of Environmental Review would receive three final copies of the final archaeological findings report. Archaeological testing could be coordinated with other site investigations for geotechnical and toxic waste purposes.	Owner, other developers	Prior to excavation; ongoing activities and reporting as required by measure	Redevelopment Agency; Planning Department, ERO; LPAB President	Agency to require retention of archaeologist prior to excavation as part of Project-level plan review; ongoing monitoring as required by measure

	MITIGATION MEASURE	MITIGATION RESPONSIBILITY	MITIGATION SCHEDULE	MONITORING RESPONSIBILITY	MONITORING ACTIONS/SCHEDULE
	D.4 Archaeological Exploration Program Develop archaeological exploration programs, consistent with Measure D.3, above, for pre-identified sensitive historic archaeological areas that should include the following:	Owner, other developers	Prior to excavation; ongoing implementation as required by measure	Redevelopment Agency; Planning Department, ERO; LPAB President	Agency to require program prior to excavation as part of Project-level plan review; ongoing monitoring and consultation with LPAB and OER as required by measure
North / South	D.4a. Define specific research parameters and prepare a written study plan in consultation with the ERO and LPAB prior to subsurface exploration, with emphasis on National Register determination of historical significance and the maximum retrieval of archaeological data	Owner, other developers	Prior to excavation; ongoing implementation as required by measure	Redevelopment Agency; Planning Department, ERO; LPAB President	Agency to require program prior to excavation as part of Project-level plan review; ongoing monitoring and consultation with LPAB and OER as required by measure
North / South	D.4b. Examine large-scale exposure of soil profiles	Owner, other developers	Ongoing implementation as required by measure	Redevelopment Agency; Planning Department, ERO; LPAB President	Agency to require program prior to excavation as part of Project-level plan review; ongoing monitoring and consultation with LPAB and OER as required by measure
North / South	D.4c. Complete detailed field records, including photographs and drawings, to document subsurface soil profiles, archaeological deposits and integrity of such deposits	Owner, other developers	Ongoing implementation as required by measure	Redevelopment Agency; Planning Department, ERO; LPAB President	Agency to require program prior to excavation as part of Project-level plan review; ongoing monitoring and consultation with LPAB and OER as required by measure
North / South	D.4d. Complete a detailed report of findings to describe research and exploration methodologies, testing results, all archaeological findings and recommendations for resource management.	Owner, other developers	Ongoing implementation as required by measure	Redevelopment Agency; Planning Department, ERO; LPAB President	Agency to require program prior to excavation as part of Project-level plan review; ongoing monitoring and consultation with LPAB and OER as required by measure

	MITIGATION MEASURE	MITIGATION RESPONSIBILITY	MITIGATION SCHEDULE	MONITORING RESPONSIBILITY	MONITORING ACTIONS/SCHEDULE
North / South	D.5 Archaeological Monitoring at 19th Century City Dump Archival review suggests that depositional integrity of the late 19th-century city dump has been lost because of scavenging while the dump was in operation; however, important historical artifacts may still be present. Pre-construction archaeological testing is therefore not recommended. Archaeological monitoring during construction would be the appropriate mitigation measure for that area. Therefore, retain the services of a qualified archaeologist. The ERO in consultation with the President of the LPAB and the archaeologist would determine whether the archaeologist should instruct all excavation and foundation crews in the area of the 19th-century city dump of the potential for discovery of cultural and historic artifacts or features. If such artifacts or features were uncovered, follow procedures described in Measure D.3 for suspension of construction activities, notification of the ERO and President of the LPAB, and development recovery measures, as appropriate.	Owner, other developers	During construction, ongoing implementation as required by measure	Redevelopment Agency; Planning Department, ERO; LPAB President	Agency to require prior to excavation as part of Project-level plan review; ongoing monitoring and consultation as required by measure
North / South	D.6 Unknown Archaeological Remains The entire Mission Bay Project Area has at least some sensitivity for the presence of unknown archaeological remains. Prehistoric cultural deposits could be encountered in three identified areas and unknown historical features, artifact caches and debris areas could be located anywhere in the Project Area. Follow procedures for instructing excavation crews, notifying the ERO and President of the LPAB, and developing recovery measures, as described in Measure D.3, above. In addition, in the event that prehistoric archaeological deposits are discovered, consult local Native American organizations. Dialogue with the ERO, LPAB and the archaeological consultant would take place in developing acceptable archaeological testing and excavation procedures, particularly in regard to the disposition of cultural materials and Native American burials.	Owner, other developers	Prior to excavation; ongoing implementation as required by measure	Redevelopment Agency; Planning Department, ERO; LPAB President	Agency to require prior to excavation as part of Project-level plan review; ongoing monitoring and consultation as required by measure
North / South	D.7 Pedestrian-Level Winds Require a qualified wind consultant to review specific designs for buildings 100 feet or more in height for potential wind effects. The Redevelopment Agency would conduct wind review of high-rise structures above 100 ft. Wind tunnel testing would also be required unless, upon review by a qualified wind consultant, and with concurrence by the Agency, it is determined that the exposure, massing and orientation of the buildings are such that impacts, based on a 26-mile-per-hour hazard for a single hour of the year criterion, will not occur. The purpose of the wind tunnel studies is to determine design-specific impacts and to provide a basis for design modifications to mitigate these impacts. Projects within Mission Bay, including UCSF, would be required to meet this standard or to mitigate exceedances through building design.	Owner, other developers	Conduct evaluation and provide any required documentation as part of Project-level submission	Redevelopment Agency	Agency to review as part of Project-level plan review
North / South	D.8 Shadows The Redevelopment Plan documents would require analysis of potential shadows on existing and proposed open spaces during the building design and review process when exceptions to certain standards governing the shape or locations of buildings are requested that would cause over 13% of Mission Creek Park (either North or South), 20% of Bayfront Park, 17% of Triangle Square or 11% of Mission Bay Commons to be in continuous shadow for a period of one hour from March to September between 10:00 a.m. and 4:00 p.m.	Owner, other developers	Provide any required documentation as part of Project-level submission	Redevelopment Agency	Agency to review as part of Project-level plan review

	MITIGATION MEASURE	MITIGATION RESPONSIBILITY	MITIGATION SCHEDULE	MONITORING RESPONSIBILITY	MONITORING ACTIONS/SCHEDULE
	E. TRANSPORTATION				
	E.1 Third Street/King Street				
North / South	E.1a. Widen the northbound approach to provide an additional through lane on the west side of Third Street.	Owner	Provide trip generation calculations and Infrastructure adjacency information; identify any improvements based on cumulative or adjacency thresholds as part of Major Phase and/or Project-level plan review	Redevelopment Agency; DPW; Department of Parking and Traffic ("DPT")	Include in applicable subdivision improvement plans; review submissions and determine whether triggered by adjacency or project cumulative development thresholds at Major Phase and/or Project-level plan review
North / South	E.1b. Reconfigure the existing traffic signal.	Owner	Provide trip generation calculations and Infrastructure adjacency information; identify any improvements based on cumulative or adjacency thresholds as part of Major Phase and/or Project-level plan review	Redevelopment Agency; DPW; DPT	Include in applicable subdivision improvement plans; review submissions and determine whether triggered by adjacency or project cumulative development thresholds at Major Phase and/or Project-level plan review
North / South	E.1c. Install "Don't Block the Box" signs.	Owner	Provide trip generation calculations and Infrastructure adjacency information; identify any improvements based on cumulative or adjacency thresholds as part of Major Phase and/or Project-level plan review	Redevelopment Agency; DPW; DPT	Include in applicable subdivision improvement plans; review submissions and determine whether triggered by adjacency or project cumulative development thresholds at Major Phase and/or Project-level plan review
	E.2 Third Street/Berry Street				
North / South	E.2a. Restripe the northbound approach to provide an additional through lane.	Owner	Provide trip generation calculations and Infrastructure adjacency information; identify any improvements based on cumulative or adjacency thresholds as part of Major Phase and/or Project-level plan review	Redevelopment Agency; DPW; DPT	Include in applicable subdivision improvement plans; review submissions and determine whether triggered by adjacency or project cumulative development thresholds at Major Phase and/or Project-level plan review

	MITIGATION MEASURE	MITIGATION RESPONSIBILITY	MITIGATION SCHEDULE	MONITORING RESPONSIBILITY	MONITORING ACTIONS/SCHEDULE
North / South	E.2b. Reconfigure the existing traffic signal.	Owner	Provide trip generation calculations and Infrastructure adjacency information; identify any improvements based on cumulative or adjacency thresholds as part of Major Phase and/or Project-level plan review	Redevelopment Agency; DPW; DPT	Include in applicable subdivision improvement plans; review submissions and determine whether triggered by adjacency or project cumulative development thresholds at Major Phase and/or Project-level plan review
North / South	E.2c. Install "Don't Block the Box" signs.	Owner	Provide trip generation calculations and Infrastructure adjacency information; identify any improvements based on cumulative or adjacency thresholds as part of Major Phase and/or Project-level plan review	Redevelopment Agency; DPW; DPT	Include in applicable subdivision improvement plans; review submissions and determine whether triggered by adjacency or project cumulative development thresholds at Major Phase and/or Project-level plan review
	E.3 Third Street/Owens Street				
South	E.3a. Install a new traffic signal.	Owner	Provide trip generation calculations and Infrastructure adjacency information; identify any improvements based on cumulative or adjacency thresholds as part of Major Phase and/or Project-level plan review	Redevelopment Agency; DPW; DPT	Include in applicable subdivision improvement plans; review submissions and determine whether triggered by adjacency or project cumulative development thresholds at Major Phase and/or Project-level plan review
	E.4 Third Street/The Common				
South	E.4a. Install new traffic signals.	Owner	Provide trip generation calculations and Infrastructure adjacency information; identify any improvements based on cumulative or adjacency thresholds as part of Major Phase and/or Project-level plan review	Redevelopment Agency; DPW; DPT	Include in applicable subdivision improvement plans; review submissions and determine whether triggered by adjacency or project cumulative development thresholds at Major Phase and/or Project-level plan review
	E.5 Third Street/South Street				

	MITIGATION MEASURE	MITIGATION RESPONSIBILITY	MITIGATION SCHEDULE	MONITORING RESPONSIBILITY	MONITORING ACTIONS/SCHEDULE
South	E.5a. Install a new traffic signal.	Owner	Provide trip generation calculations and Infrastructure adjacency information; identify any improvements based on cumulative or adjacency thresholds as part of Major Phase and/or Project-level plan review	Redevelopment Agency; DPW; DPT	Include in applicable subdivision improvement plans; review submissions and determine whether triggered by adjacency or project cumulative development thresholds at Major Phase and/or Project-level plan review
	E.6 Third Street/16th Street				
South	E.6a. Widen the northbound approach to provide two exclusive left-turn lanes.	Owner	Provide trip generation calculations and Infrastructure adjacency information; identify any improvements based on cumulative or adjacency thresholds as part of Major Phase and/or Project-level plan review	Redevelopment Agency; DPW; DPT	Include in applicable subdivision improvement plans; review submissions and determine whether triggered by adjacency or project cumulative development thresholds at Major Phase and/or Project-level plan review
South	E.6b. Reconfigure the existing traffic signal.	Owner	Provide trip generation calculations and Infrastructure adjacency information; identify any improvements based on cumulative or adjacency thresholds as part of Major Phase and/or Project-level plan review	Redevelopment Agency; DPW; DPT	Include in applicable subdivision improvement plans; review submissions and determine whether triggered by adjacency or project cumulative development thresholds at Major Phase and/or Project-level plan review
	E.7 Third Street/Mariposa Street				
South	E.7a. Widen the eastbound approach to provide an additional through lane.	Owner	Provide trip generation calculations and Infrastructure adjacency information; identify any improvements based on cumulative or adjacency thresholds as part of Major Phase and/or Project-level plan review	Redevelopment Agency; DPW; DPT	Include in applicable subdivision improvement plans; review submissions and determine whether triggered by adjacency or project cumulative development thresholds at Major Phase and/or Project-level plan review

	MITIGATION MEASURE	MITIGATION RESPONSIBILITY	MITIGATION SCHEDULE	MONITORING RESPONSIBILITY	MONITORING ACTIONS/SCHEDULE
South	E.7b. Widen and restripe the westbound approach to provide an exclusive left-turn lane and an additional through lane.	Owner	Provide trip generation calculations and Infrastructure adjacency information; identify any improvements based on cumulative or adjacency thresholds as part of Major Phase and/or Project-level plan review	Redevelopment Agency; DPW; DPT	Include in applicable subdivision improvement plans; review submissions and determine whether triggered by adjacency or project cumulative development thresholds at Major Phase and/or Project-level plan review
South	E.7c. Reconfigure the existing traffic signal.	Owner	Provide trip generation calculations and Infrastructure adjacency information; identify any improvements based on cumulative or adjacency thresholds as part of Major Phase and/or Project-level plan review	Redevelopment Agency; DPW; DPT	Include in applicable subdivision improvement plans; review submissions and determine whether triggered by adjacency or project cumulative development thresholds at Major Phase and/or Project-level plan review
	E.8 Fourth Street/King Street				
North	E.8a. Widen the eastbound approach to provide an exclusive right-turn lane.	Owner	Provide trip generation calculations and Infrastructure adjacency information; identify any improvements based on cumulative or adjacency thresholds as part of Major Phase and/or Project-level plan review.	Redevelopment Agency; DPW; DPT	Include in applicable subdivision improvement plans; review submissions and determine whether triggered by adjacency or project cumulative development thresholds at Major Phase and/or Project-level plan review
North	E.8b. Reconfigure the existing traffic signal.	Owner; PTC, if PTC elects to commence service before Owner's obligation to construct is otherwise triggered	Provide trip generation calculations and Infrastructure adjacency information; identify any improvements based on cumulative or adjacency thresholds as part of Major Phase and/or Project-level plan review	Redevelopment Agency; DPW; DPT	Include in applicable subdivision improvement plans; review submissions and determine whether triggered by adjacency or project cumulative development thresholds at Major Phase and/or Project-level plan review

	MITIGATION MEASURE	MITIGATION RESPONSIBILITY	MITIGATION SCHEDULE	MONITORING RESPONSIBILITY	MONITORING ACTIONS/SCHEDULE
North	E.8c. Install "Don't Block the Box" signs.	Owner	Provide trip generation calculations and Infrastructure adjacency information; identify any improvements based on cumulative or adjacency thresholds as part of Major Phase and/or Project-level plan review	Redevelopment Agency; DPW; DPT	Include in applicable subdivision improvement plans; review submissions and determine whether triggered by adjacency or project cumulative development thresholds at Major Phase and/or Project-level plan review
	E.9 Fourth Street/Berry Street				
North	E.9a. Restripe the westbound approach to provide an additional lane.	Owner	Provide trip generation calculations and Infrastructure adjacency information; identify any improvements based on cumulative or adjacency thresholds as part of Major Phase and/or Project-level plan review	Redevelopment Agency; DPW; DPT	Include in applicable subdivision improvement plans; review submissions and determine whether triggered by adjacency or project cumulative development thresholds at Major Phase and/or Project-level plan review
North	E.9b. Restripe the northbound approach to provide an additional lane.	Owner	Provide trip generation calculations and Infrastructure adjacency information; identify any improvements based on cumulative or adjacency thresholds as part of Major Phase and/or Project-level plan review	Redevelopment Agency; DPW; DPT	Include in applicable subdivision improvement plans; review submissions and determine whether triggered by adjacency or project cumulative development thresholds at Major Phase and/or Project-level plan review
North	E.9c. Reconfigure the existing traffic signal.	Owner; PTC if PTC elects to commence service before Owner's obligation to construct is otherwise triggered	Provide trip generation calculations and Infrastructure adjacency information; identify any improvements based on cumulative or adjacency thresholds as part of Major Phase and/or Project-level plan review	Redevelopment Agency; DPW; DPT	Include in applicable subdivision improvement plans; review submissions and determine whether triggered by adjacency or project cumulative development thresholds at Major Phase and/or Project-level plan review

	MITIGATION MEASURE	MITIGATION RESPONSIBILITY	MITIGATION SCHEDULE	MONITORING RESPONSIBILITY	MONITORING ACTIONS/SCHEDULE
North	E.9d. Install "Don't Block the Box" signs.	Owner	Provide trip generation calculations and Infrastructure adjacency information; identify any improvements based on cumulative or adjacency thresholds as part of Major Phase and/or Project-level plan review	Redevelopment Agency; DPW; DPT	Include in applicable subdivision improvement plans; review submissions and determine whether triggered by adjacency or project cumulative development thresholds at Major Phase and/or Project-level plan review
	E.10 Fourth Street/Owens Street				
South	E.10a. Install a new traffic signal.	Owner	Provide trip generation calculations and Infrastructure adjacency information; identify any improvements based on cumulative or adjacency thresholds as part of Major Phase and/or Project-level plan review	Redevelopment Agency; DPW; DPT	Include in applicable subdivision improvement plans; review submissions and determine whether triggered by adjacency or project cumulative development thresholds at Major Phase and/or Project-level plan review
	E.11 Fourth Street/UCSF private street				
South	E.11a. Install a new traffic signal.	Owner	Provide trip generation calculations and Infrastructure adjacency information; identify any improvements based on cumulative or adjacency thresholds as part of Major Phase and/or Project-level plan review	Redevelopment Agency; DPW; DPT	Include in applicable subdivision improvement plans; review submissions and determine whether triggered by adjacency or project cumulative development thresholds at Major Phase and/or Project-level plan review
	E.12 Fourth Street/16th Street				
South	E.12a. Install a new traffic signal.	Owner	Provide trip generation calculations and Infrastructure adjacency information; identify any improvements based on cumulative or adjacency thresholds as part of Major Phase and/or Project-level plan review	Redevelopment Agency; DPW; DPT	Include in applicable subdivision improvement plans; review submissions and determine whether triggered by adjacency or project cumulative development thresholds at Major Phase and/or Project-level plan review
	E.13 Fourth Street/Mariposa Street				

	MITIGATION MEASURE	MITIGATION RESPONSIBILITY	MITIGATION SCHEDULE	MONITORING RESPONSIBILITY	MONITORING ACTIONS/SCHEDULE
South	E.13a. Widen the eastbound and westbound approaches to provide exclusive left-turn lanes.	Owner	Provide trip generation calculations and Infrastructure adjacency information; identify any improvements based on cumulative or adjacency thresholds as part of Major Phase and/or Project-level plan review	Redevelopment Agency; DPW; DPT	Include in applicable subdivision improvement plans; review submissions and determine whether triggered by adjacency or project cumulative development thresholds at Major Phase and/or Project-level plan review
South	E.13b. Install a new traffic signal.	Owner	Provide trip generation calculations and Infrastructure adjacency information; identify any improvements based on cumulative or adjacency thresholds as part of Major Phase and/or Project-level plan review	Redevelopment Agency; DPW; DPT	Include in applicable subdivision improvement plans; review submissions and determine whether triggered by adjacency or project cumulative development thresholds at Major Phase and/or Project-level plan review
	E.14 Seventh Street/16th Street				
South	E.14a. Remove on-street parking on all approaches.	DPT	Provide trip generation calculations and Infrastructure adjacency information; identify any improvements based on cumulative or adjacency thresholds as part of Major Phase and/or Project-level plan review	Redevelopment Agency; DPW; DPT	Include in applicable subdivision improvement plans; review submissions and determine whether triggered by adjacency or project cumulative development thresholds at Major Phase and/or Project-level plan review
South	E.14b. Restripe the northbound and eastbound approaches to provide an additional through lane.	Owner	Provide trip generation calculations and Infrastructure adjacency information; identify any improvements based on cumulative or adjacency thresholds as part of Major Phase and/or Project-level plan review	Redevelopment Agency; DPW; DPT	Include in applicable subdivision improvement plans; review submissions and determine whether triggered by adjacency or project cumulative development thresholds at Major Phase and/or Project-level plan review

	MITIGATION MEASURE	MITIGATION RESPONSIBILITY	MITIGATION SCHEDULE	MONITORING RESPONSIBILITY	MONITORING ACTIONS/SCHEDULE
South	E.14c. Restripe the southbound approach to provide an additional through lane and an exclusive left-turn lane.	Owner	Provide trip generation calculations and Infrastructure adjacency information; identify any improvements based on cumulative or adjacency thresholds as part of Major Phase and/or Project-level plan review	Redevelopment Agency; DPW; DPT	Include in applicable subdivision improvement plans; review submissions and determine whether triggered by adjacency or project cumulative development thresholds at Major Phase and/or Project-level plan review
South	E.14d. Restripe the westbound approach to provide an additional through lane and a right-turn pocket.	Owner	Provide trip generation calculations and Infrastructure adjacency information; identify any improvements based on cumulative or adjacency thresholds as part of Major Phase and/or Project-level plan review	Redevelopment Agency; DPW; DPT	Include in applicable subdivision improvement plans; review submissions and determine whether triggered by adjacency or project cumulative development thresholds at Major Phase and/or Project-level plan review
South	E.14e. Install a new traffic signal.	Owner	Provide trip generation calculations and Infrastructure adjacency information; identify any improvements based on cumulative or adjacency thresholds as part of Major Phase and/or Project-level plan review	Redevelopment Agency; DPW; DPT	Include in applicable subdivision improvement plans; review submissions and determine whether triggered by adjacency or project cumulative development thresholds at Major Phase and/or Project-level plan review
South	E.14f. Provide the appropriate traffic warning devices for the Caltrain track crossing.	Subject to regulatory approvals, Owner to construct; City to apply for approvals	Provide trip generation calculations and Infrastructure adjacency information; identify any improvements based on cumulative or adjacency thresholds as part of Major Phase and/or Project-level plan review	Redevelopment Agency; DPW; JPB; CPUC; Caltrain	Include in applicable subdivision improvement plans; review submissions and determine whether triggered by adjacency or project cumulative development thresholds at Major Phase and/or Project-level plan review
	E.15 Owens Street/16th Street				

	MITIGATION MEASURE	MITIGATION RESPONSIBILITY	MITIGATION SCHEDULE	MONITORING RESPONSIBILITY	MONITORING ACTIONS/SCHEDULE
South	E.15a. Install a new traffic signal.	Subject to regulatory approvals, Owner to construct; City to apply for approvals	Provide trip generation calculations and Infrastructure adjacency information; identify any improvements based on cumulative or adjacency thresholds as part of Major Phase and/or Project-level plan review	Redevelopment Agency; DPW; DPT; Caltrans	Include in applicable subdivision improvement plans; review submissions and determine whether triggered by adjacency or project cumulative development thresholds at Major Phase and/or Project-level plan review
	E.16 Owens Street/Mariposa Street/I-280 Off-ramp				
South	E.16a. Widen the eastbound approach to provide an exclusive left-turn lane.	Subject to regulatory approvals, Owner to construct; City to apply for approvals	Provide trip generation calculations and Infrastructure adjacency information; identify any improvements based on cumulative or adjacency thresholds as part of Major Phase and/or Project-level plan review	Redevelopment Agency; DPW; DPT; Caltrans	Include in applicable subdivision improvement plans; review submissions and determine whether triggered by adjacency or project cumulative development thresholds at Major Phase and/or Project-level plan review
South	E.16b. Reconfigure the existing traffic signal.	Subject to regulatory approvals, Owner to construct; City to apply for approvals	Provide trip generation calculations and Infrastructure adjacency information; identify any improvements based on cumulative or adjacency thresholds as part of Major Phase and/or Project-level plan review	Redevelopment Agency; DPW; DPT; Caltrans; Caltrain, JPB	Include in applicable subdivision improvement plans; review submissions and determine whether triggered by adjacency or project cumulative development thresholds at Major Phase and/or Project-level plan review
	E.17 I-280 On-ramp/Mariposa Street				
South	E.17a. Widen the westbound approach to provide an exclusive left-turn lane.	Subject to regulatory approvals, Owner to construct; City to apply for approvals	Provide trip generation calculations and Infrastructure adjacency information; identify any improvements based on cumulative or adjacency thresholds as part of Major Phase and/or Project-level plan review	Redevelopment Agency; DPW; DPT; Caltrans	Include in applicable subdivision improvement plans; review submissions and determine whether triggered by adjacency or project cumulative development thresholds at Major Phase and/or Project-level plan review

	MITIGATION MEASURE	MITIGATION RESPONSIBILITY	MITIGATION SCHEDULE	MONITORING RESPONSIBILITY	MONITORING ACTIONS/SCHEDULE
South	E.17b. Install a new traffic signal.	Subject to regulatory approvals, Owner to construct; City to apply for approvals	Provide trip generation calculations and Infrastructure adjacency information; identify any improvements based on cumulative or adjacency thresholds as part of Major Phase and/or Project-level plan review	Redevelopment Agency; DPW; DPT; Caltrans	Include in applicable subdivision improvement plans; review submissions and determine whether triggered by adjacency or project cumulative development thresholds at Major Phase and/or Project-level plan review
	E.18 Seventh Street/The Common				
South	E.18a. Install a new traffic signal.	Subject to regulatory approvals, Owner to construct; City to apply for approvals	Provide trip generation calculations and Infrastructure adjacency information; identify any improvements based on cumulative or adjacency thresholds as part of Major Phase and/or Project-level plan review	Redevelopment Agency; DPW; DPT; Caltrain; CPUC; JPB	Include in applicable subdivision improvement plans; review submissions and determine whether triggered by adjacency or project cumulative development thresholds at Major Phase and/or Project-level plan review
South	E.18b. Provide the appropriate traffic warning devices for the Caltrain railroad track at-grade crossing.	Subject to regulatory approvals, Owner to construct; City to apply for approvals	Provide trip generation calculations and Infrastructure adjacency information; identify any improvements based on cumulative or adjacency thresholds as part of Major Phase and/or Project-level plan review	Redevelopment Agency; DPW; DPT; Caltrain; CPUC; JPB	Include in applicable subdivision improvement plans; review submissions and determine whether triggered by adjacency or project cumulative development thresholds at Major Phase and/or Project-level plan review
	E.19 Fifth Street/King Street				
North	E.19a. Narrow approximately 250 feet of the median on the westbound approach to provide an exclusive left-turn lane.	Subject to regulatory approvals, Owner to construct; City to apply for approvals	Provide trip generation calculations and Infrastructure adjacency information; identify any improvements based on cumulative or adjacency thresholds as part of Major Phase and/or Project-level plan review	Redevelopment Agency; DPW; DPT; Caltrans	Include in applicable subdivision improvement plans; review submissions and determine whether triggered by adjacency or project cumulative development thresholds at Major Phase and/or Project-level plan review

	MITIGATION MEASURE	MITIGATION RESPONSIBILITY	MITIGATION SCHEDULE	MONITORING RESPONSIBILITY	MONITORING ACTIONS/SCHEDULE
North	E.19b. Restripe the I-280 off-ramp touchdown and narrow the median on the south side of King Street for a distance of about 300 feet beginning at the intersection with Fifth Street, to increase the number of eastbound lanes from the existing two to three.	Subject to regulatory approvals, Owner to construct; City to apply for approvals	Provide trip generation calculations and Infrastructure adjacency information; identify any improvements based on cumulative or adjacency thresholds as part of Major Phase and/or Project-level plan review	Redevelopment Agency; DPW; DPT; Caltrans	Include in applicable subdivision improvement plans; review submissions and determine whether triggered by adjacency or project cumulative development thresholds at Major Phase and/or Project-level plan review
North	E.19c. Reconfigure the existing traffic signal.	Subject to regulatory approvals, Owner to construct	Provide trip generation calculations and Infrastructure adjacency information; identify any improvements based on cumulative or adjacency thresholds as part of Major Phase and/or Project-level plan review	Redevelopment Agency; DPW; DPT; Caltrans	Include in applicable subdivision improvement plans; review submissions and determine whether triggered by adjacency or project cumulative development thresholds at Major Phase and/or Project-level plan review
	E.21 Third Street				
North/ South	E.21a. Widen the west side of Third Street between Berry Street and King Street to accommodate the additional lanes described in Measure E.1.	Owner	Provide trip generation calculations and Infrastructure adjacency information; identify any improvements based on cumulative or adjacency thresholds as part of Major Phase and/or Project-level plan review	Redevelopment Agency; DPW; DPT	Include in applicable subdivision improvement plans; review submissions and determine whether triggered by adjacency or project cumulative development thresholds at Major Phase and/or Project-level plan review
North/ South	E.21b. Widen Third Street for approximately one-third the distance between Mariposa Street and 16th Street to accommodate the lane configuration described in Measure E.6.	Owner	Provide trip generation calculations and Infrastructure adjacency information; identify any improvements based on cumulative or adjacency thresholds as part of Major Phase and/or Project-level plan review	Redevelopment Agency; DPW; DPT	Include in applicable subdivision improvement plans; review submissions and determine whether triggered by adjacency or project cumulative development thresholds at Major Phase and/or Project-level plan review

	MITIGATION MEASURE	MITIGATION RESPONSIBILITY	MITIGATION SCHEDULE	MONITORING RESPONSIBILITY	MONITORING ACTIONS/SCHEDULE
North/ South	E.21c. In cooperation with the Public Transportation Commission ("PTC") and the Department of Public Works, reconfigure Third Street in the Project Area to accommodate the Third Street light rail transit median while maintaining two travel lanes in each direction and exclusive left-turn lanes at specific locations, as listed in Measures E.6 and E.7.	Owner, as allocated in Infrastructure Plans	Provide trip generation calculations and Infrastructure adjacency information; identify any improvements based on cumulative or adjacency thresholds as part of Major Phase and/or Project-level plan review	Redevelopment Agency; DPW; PTC; DPT	Include in applicable subdivision improvement plans; review submissions and determine whether triggered by adjacency or project cumulative development thresholds at Major Phase and/or Project-level plan review
	E.22 Mariposa Street				
South	E.22a. Widen Mariposa Street between Terry A. François Boulevard and Pennsylvania Street, including the bridge over the Caltrain tracks.	Subject to regulatory approvals, Owner to construct; City to apply for approvals	Provide trip generation calculations and Infrastructure adjacency information; identify any improvements based on cumulative or adjacency thresholds as part of Major Phase and/or Project-level plan review	Redevelopment Agency; DPW; DPT; Caltrain; CPUC; JPB	Include in applicable subdivision improvement plans; review submissions and determine whether triggered by adjacency or project cumulative development thresholds at Major Phase and/or Project-level plan review
	E.23 Fourth Street				
North / South	E.23a. Widen Fourth Street between China Basin Channel and King Street to accommodate the Third Street light rail tracks and a MUNI station platform between Berry and King Streets.	Owner, PTC as allocated in Infrastructure Plans	Provide trip generation calculations and Infrastructure adjacency information; identify any improvements based on cumulative or adjacency thresholds as part of Major Phase and/or Project-level plan review	Redevelopment Agency; DPW; PTC; DPT	Include in applicable subdivision improvement plans; review submissions and determine whether triggered by adjacency or project cumulative development thresholds at Major Phase and/or Project-level plan review
North / South	E.23b. Extend Fourth Street southward, parallel to Third Street, to intersect with Mariposa Street at the existing intersection with Minnesota Street.	Owner	Provide trip generation calculations and Infrastructure adjacency information; identify any improvements based on cumulative or adjacency thresholds as part of Major Phase and/or Project-level plan review	Redevelopment Agency; DPW; DPT	Include in applicable subdivision improvement plans; review submissions and determine whether triggered by adjacency or project cumulative development thresholds at Major Phase and/or Project-level plan review
	E.24 King Street				

	MITIGATION MEASURE	MITIGATION RESPONSIBILITY	MITIGATION SCHEDULE	MONITORING RESPONSIBILITY	MONITORING ACTIONS/SCHEDULE
North	E.24a. Widen eastbound King Street between Fifth and Fourth Streets to accommodate the lane configurations for the Fourth Street/King Street intersection in Measure E.8.	Owner	Provide trip generation calculations and Infrastructure adjacency information; identify any improvements based on cumulative or adjacency thresholds as part of Major Phase and/or Project-level plan review	Redevelopment Agency; DPW; DPT	Include in applicable subdivision improvement plans; review submissions and determine whether triggered by adjacency or project cumulative development thresholds at Major Phase and/or Project-level plan review
North	E.24b. Construct westbound King Street frontage road between Fifth Street and Berry Street.	Owner	Provide trip generation calculations and Infrastructure adjacency information; identify any improvements based on cumulative or adjacency thresholds as part of Major Phase and/or Project-level plan review	Redevelopment Agency; DPW; DPT	Include in applicable subdivision improvement plans; review submissions and determine whether triggered by adjacency or project cumulative development thresholds at Major Phase and/or Project-level plan review
	E.25 Owens Street				
South	E.25a. Construct Owens Street between Third and Fourth Streets, providing a median approximately 24 feet wide to accommodate the MUNI Third Street light rail line, with no on-street parking.	Owner, PTC as allocated in Infrastructure Plans	Provide trip generation calculations and Infrastructure adjacency information; identify any improvements based on cumulative or adjacency thresholds as part of Major Phase and/or Project-level plan review	Redevelopment Agency; DPW; PTC; DPT	Include in applicable subdivision improvement plans; review submissions and determine whether triggered by adjacency or project cumulative development thresholds at Major Phase and/or Project-level plan review
South	E.25b. Construct Owens Street between Fourth Street and The Common, providing on-street parking on the north side of the street only.	Owner	Provide trip generation calculations and Infrastructure adjacency information; identify any improvements based on cumulative or adjacency thresholds as part of Major Phase and/or Project-level plan review	Redevelopment Agency; DPW; DPT	Include in applicable subdivision improvement plans; review submissions and determine whether triggered by adjacency or project cumulative development thresholds at Major Phase and/or Project-level plan review

	MITIGATION MEASURE	MITIGATION RESPONSIBILITY	MITIGATION SCHEDULE	MONITORING RESPONSIBILITY	MONITORING ACTIONS/SCHEDULE
South	E.25c. Extend Owens Street northward from 16th Street to The Common, providing no on-street parking.	Owner	Provide trip generation calculations and Infrastructure adjacency information; identify any improvements based on cumulative or adjacency thresholds as part of Major Phase and/or Project-level plan review	Redevelopment Agency; DPW; DPT	Include in applicable subdivision improvement plans; review submissions and determine whether triggered by adjacency or project cumulative development thresholds at Major Phase and/or Project-level plan review
South	E.25d. Construct Owens Street between 16th Street and Mariposa Street, providing no on-street parking.	Owner	Provide trip generation calculations and Infrastructure adjacency information; identify any improvements based on cumulative or adjacency thresholds as part of Major Phase and/or Project-level plan review	Redevelopment Agency; DPW; DPT	Include in applicable subdivision improvement plans; review submissions and determine whether triggered by adjacency or project cumulative development thresholds at Major Phase and/or Project-level plan review
	E.26 North Common and South Common Streets connection to Seventh Street				
South	E.26a. Construct an "at-grade" connection to Seventh Street across Caltrain tracks, in conjunction with Measure E.18 for the new intersection.	Subject to regulatory approvals, Owner to construct; City to apply for approvals	Provide trip generation calculations and Infrastructure adjacency information; identify any improvements based on cumulative or adjacency thresholds as part of Major Phase and/or Project-level plan review	Redevelopment Agency; DPW; DPT; Caltrain; JPB; CPUC	Include in applicable subdivision improvement plans; review submissions and determine whether triggered by adjacency or project cumulative development thresholds at Major Phase and/or Project-level plan review
South	E.26b. Prohibit parking at trolleybus stops for the 22-Fillmore line east of Third Street where bus line is extended.	DPT, in consultation with PTC	Provide trip generation calculations and Infrastructure adjacency information; identify any improvements based on cumulative or adjacency thresholds as part of Major Phase and/or Project-level plan review	Redevelopment Agency; DPW; DPT; PTC	Include in applicable subdivision improvement plans; review submissions and determine whether triggered by adjacency or project cumulative development thresholds at Major Phase and/or Project-level plan review

	MITIGATION MEASURE	MITIGATION RESPONSIBILITY	MITIGATION SCHEDULE	MONITORING RESPONSIBILITY	MONITORING ACTIONS/SCHEDULE
South	E.27 MUNI Line 22-Fillmore Reroute the MUNI 22-Fillmore trolleybus line to travel on 16th Street to Third Street, and then north on Third Street to The Common. If not already accomplished, install trolleybus wire support poles and/or eyebolts on buildings along the new route, and complete North Common Street and South Common Street east of Third Street. Prohibit parking on North Common and South Common Streets at trolleybus stops.	Owner, PTC, DPT as allocated in Infrastructure Plans	Provide trip generation calculations and Infrastructure adjacency information; identify any improvements based on cumulative or adjacency thresholds as part of Major Phase and/or Project-level plan review	Redevelopment Agency; PTC; DPW	Include in applicable subdivision improvement plans; review submissions and determine whether triggered by adjacency or project cumulative development thresholds at Major Phase and/or Project-level plan review
South	E.28 MUNI Line 30-Stockton or 45-Union/Stockton Extend about half of the 30-Stockton or the 45-Union/Stockton trolley buses south and east of the current terminus at the Caltrain terminal to the current terminus of the 22-Fillmore line, at the same time that the 22-Fillmore is rerouted as called for in Measure E.27. Route trolley buses to Connecticut Street via Townsend or Mission Bay Street, and then east to a new terminus near Third and 20th Streets. The coordination of Measure E.27 with E.28, to provide extended MUNI trolleybus service to Mission Bay by rerouting the 22-Fillmore and 30-Stockton or 30/45-Union/Stockton lines, shall be accomplished in phases, if necessary, to provide service as early in project development as MUNI service may be needed. The phases may include:	Owner, PTC as allocated in Infrastructure Plans	Provide trip generation calculations and Infrastructure adjacency information; identify any improvements based on cumulative or adjacency thresholds as part of Major Phase and/or Project-level plan review	Redevelopment Agency; PTC	Include in applicable subdivision improvement plans; review submissions and determine whether triggered by adjacency or project cumulative development thresholds at Major Phase and/or Project-level plan review
South	E.28.a. Construct Mission Bay Street, the Seventh Street Connector to North and South Common Streets and the Caltrain at-grade rail crossing, and the portion of North and South Common Streets east of Third Street, early enough in project development to accommodate MUNI trolleybus travel, including poles and eyebolts supporting trolley wires, and provide poles and/or eyebolts supporting trolley wires along 16th Street and a portion of Common Streets in the Project Area, as described in Measure E.27 and above in this Measure; or	Subject to regulatory approvals, Owner, PTC as allocated in Infrastructure Plans	Provide trip generation calculations and Infrastructure adjacency information; identify any improvements based on cumulative or adjacency thresholds as part of Major Phase and/or Project-level plan review	Redevelopment Agency; DPW; PTC; Caltrain; CPUC; JPB	Include in applicable subdivision improvement plans; review submissions and determine whether triggered by adjacency or project cumulative development thresholds at Major Phase and/or Project-level plan review
South	E.28.b. If item E.28a is not feasible sufficiently early in project development, for an interim period until the necessary streets and trolley wires have been constructed as part of adjacent development, construct the portion of North and South Common Streets east of Third Street and install poles and/or eyebolts supporting trolley wires along the new route for the 22-Fillmore, and extend some but not all of the trolleybuses, so that both Mission Bay and Lower Potrero areas continue to be served. This measure involves only limited service to Mission Bay; or	Owner, PTC as allocated in Infrastructure Plans	Provide trip generation calculations and Infrastructure adjacency information; identify any improvements based on cumulative or adjacency thresholds as part of Major Phase and/or Project-level plan review	Redevelopment Agency; PTC	Include in applicable subdivision improvement plans; review submissions and determine whether triggered by adjacency or project cumulative development thresholds at Major Phase and/or Project-level plan review

	MITIGATION MEASURE	RESPONSIBILITY		RESPONSIBILITY	ACTIONS/SCHEDULE
South	E.28.c. If item E.28a is not feasible sufficiently early in project development, for an interim period until the necessary streets and trolley wires have been constructed as part of adjacent development, provide service to Mission Bay temporarily using diesel buses on 16th Street; or	PTC	Provide trip generation calculations and Infrastructure adjacency information; identify any improvements based on cumulative or adjacency thresholds as part of Major Phase and/or Project-level plan review	Redevelopment Agency; PTC	Include in applicable subdivision improvement plans; review submissions and determine whether triggered by adjacency or project cumulative development thresholds at Major Phase and/or Project-level plan review
South	E.28.d. Use a combination of items E.28b and E.28c to provide MUNI trolley bus service to both the Mission Bay and Lower Potrero areas until necessary streets and trolley wires have been constructed as part of adjacent development in the Project Area.	Owner, PTC; responsibility as allocated for E.28.b and E.28.c	Provide trip generation calculations and Infrastructure adjacency information; identify any improvements based on cumulative or adjacency thresholds as part of Major Phase and/or Project-level plan review	Redevelopment Agency; PTC	Include in applicable subdivision improvement plans; review submissions and determine whether triggered by adjacency or project cumulative development thresholds at Major Phase and/or Project-level plan review
	E.29 Seventh Street/Brannan Street				
South	E.29a. Restripe the northbound approach to provide three lanes.	Owner	Provide trip generation calculations and Infrastructure adjacency information; identify any improvements based on cumulative or adjacency thresholds as part of Major Phase and/or Project-level plan review	Redevelopment Agency; DPW; DPT	Include in applicable subdivision improvement plans; review submissions and determine whether triggered by adjacency or project cumulative development thresholds at Major Phase and/or Project-level plan review
	E.30 Seventh Street/Townsend Street				
North	E.30.a. Restripe the southbound, eastbound, and westbound approaches to provide a left-turn lane, a through lane, and a right-turn lane.	Owner	Provide trip generation calculations and Infrastructure adjacency information; identify any improvements based on cumulative or adjacency thresholds as part of Major Phase and/or Project-level plan review	Redevelopment Agency; DPW; DPT	Include in applicable subdivision improvement plans; review submissions and determine whether triggered by adjacency or project cumulative development thresholds at Major Phase and/or Project-level plan review

	MITIGATION MEASURE	MITIGATION RESPONSIBILITY	MITIGATION SCHEDULE	MONITORING RESPONSIBILITY	MONITORING ACTIONS/SCHEDULE
North	E.30.b. Restripe the northbound approach to provide a left turn lane, a through lane, and a shared right-through lane.	Owner	Provide trip generation calculations and Infrastructure adjacency information; identify any improvements based on cumulative or adjacency thresholds as part of Major Phase and/or Project-level plan review	Redevelopment Agency; DPW; DPT	Include in applicable subdivision improvement plans; review submissions and determine whether triggered by adjacency or project cumulative development thresholds at Major Phase and/or Project-level plan review
	E.31 Seventh Street/Berry Street				
North	E.31.a. Restripe the eastbound approach to provide two lanes.	Owner	Provide trip generation calculations and Infrastructure adjacency information; identify any improvements based on cumulative or adjacency thresholds as part of Major Phase and/or Project-level plan review	Redevelopment Agency; DPW; DPT	Include in applicable subdivision improvement plans; review submissions and determine whether triggered by adjacency or project cumulative development thresholds at Major Phase and/or Project-level plan review
North	E.31.b. Restripe the northbound approach to provide a shared left-through lane and a through lane and restripe the southbound approach to provide a through lane and a shared right-through lane.	Owner	Provide trip generation calculations and Infrastructure adjacency information; identify any improvements based on cumulative or adjacency thresholds as part of Major Phase and/or Project-level plan review	Redevelopment Agency; DPW; DPT	Include in applicable subdivision improvement plans; review submissions and determine whether triggered by adjacency or project cumulative development thresholds at Major Phase and/or Project-level plan review
	E.32 Seventh Street/North and South Common Streets				
South	E.32a. Restripe the northbound approach to provide two through lanes, and a right-turn lane.	Owner	Provide trip generation calculations and Infrastructure adjacency information; identify any improvements based on cumulative or adjacency thresholds as part of Major Phase and/or Project-level plan review	Redevelopment Agency; DPW; DPT	Include in applicable subdivision improvement plans; review submissions and determine whether triggered by adjacency or project cumulative development thresholds at Major Phase and/or Project-level plan review

	MITIGATION MEASURE	RESPONSIBILITY		RESPONSIBILITY	ACTIONS/SCHEDULE
South	E.32.b. Restripe the southbound approach to provide two through lanes, and a left-turn lane.	Owner	Provide trip generation calculations and Infrastructure adjacency information; identify any improvements based on cumulative or adjacency thresholds as part of Major Phase and/or Project-level plan review	Redevelopment Agency; DPW; DPT	Include in applicable subdivision improvement plans; review submissions and determine whether triggered by adjacency or project cumulative development thresholds at Major Phase and/or Project-level plan review
South	E.33 16th Street/Potrero Street Restripe the eastbound and westbound approaches to provide a left-turn lane, a through lane and a shared right-through lane.	Owner	Provide trip generation calculations and Infrastructure adjacency information; identify any improvements based on cumulative or adjacency thresholds as part of Major Phase and/or Project-level plan review	Redevelopment Agency; DPW; DPT	Include in applicable subdivision improvement plans; review submissions and determine whether triggered by adjacency or project cumulative development thresholds at Major Phase and/or Project-level plan review
South	E.34 16th Street/Vermont Street Install a new traffic signal.	Owner	Provide trip generation calculations and Infrastructure adjacency information; identify any improvements based on cumulative or adjacency thresholds as part of Major Phase and/or Project-level plan review	Redevelopment Agency; DPW; DPT	Include in applicable subdivision improvement plans; review submissions and determine whether triggered by adjacency or project cumulative development thresholds at Major Phase and/or Project-level plan review
North	E.35 Eighth Street/Townsend Street E.35.a. Eliminate traffic circle and reconfigure intersection.	Owner	Provide trip generation calculations and Infrastructure adjacency information; identify any improvements based on cumulative or adjacency thresholds as part of Major Phase and/or Project-level plan review	Redevelopment Agency; DPW; DPT	Include in applicable subdivision improvement plans; review submissions and determine whether triggered by adjacency or project cumulative development thresholds at Major Phase and/or Project-level plan review

	MITIGATION MEASURE	MITIGATION RESPONSIBILITY	MITIGATION SCHEDULE	MONITORING RESPONSIBILITY	ACTIONS/SCHEDULE
North	E.35.b. Install a new traffic signal.	Owner	Provide trip generation calculations and Infrastructure adjacency information; identify any improvements based on cumulative or adjacency thresholds as part of Major Phase and/or Project-level plan review	Redevelopment Agency; DPW; DPT	Include in applicable subdivision improvement plans; review submissions and determine whether triggered by adjacency or project cumulative development thresholds at Major Phase and/or Project-level plan review
	E.36 Third Street/Townsend Street				
North	E.36.a. Remove the on-street parking on the westbound approach during the p.m. peak commute period.	DPT	Provide trip generation calculations and Infrastructure adjacency information; identify any improvements based on cumulative or adjacency thresholds as part of Major Phase and/or Project-level plan review	Redevelopment Agency; DPT	Include in applicable subdivision improvement plans; review submissions and determine whether triggered by adjacency or project cumulative development thresholds at Major Phase and/or Project-level plan review
North	E.36.b. Provide an additional westbound through lane during the p.m. peak commute period.	DPT	Provide trip generation calculations and Infrastructure adjacency information; identify any improvements based on cumulative or adjacency thresholds as part of Major Phase and/or Project-level plan review	Redevelopment Agency; DPT	Include in applicable subdivision improvement plans; review submissions and determine whether triggered by adjacency or project cumulative development thresholds at Major Phase and/or Project-level plan review
North	E.38 Fourth Street/King Street Widen the southbound approach to provide an additional lane, and restripe the intersection to provide one exclusive left-turn lane, one exclusive through lane, one shared right-through lane, and an exclusive right-turn lane for the southbound Fourth Street approach.	Owner	Provide trip generation calculations and Infrastructure adjacency information; identify any improvements based on cumulative or adjacency thresholds as part of Major Phase and/or Project-level plan review	Redevelopment Agency; DPW; DPT	Include in applicable subdivision improvement plans; review submissions and determine whether triggered by adjacency or project cumulative development thresholds at Major Phase and/or Project-level plan review

	MITIGATION MEASURE	RESPONSIBILITY		RESPONSIBILITY	ACTIONS/SCHEDULE
North	E.41 Fourth Street Widen the west side of Fourth Street for approximately half the distance between Townsend Street and King Street to provide the additional southbound lane noted in Mitigation Measure E.38, including providing additional right-of-way.	Owner	Provide trip generation calculations and Infrastructure adjacency information; identify any improvements based on cumulative or adjacency thresholds as part of Major Phase and/or Project-level plan review	Redevelopment Agency; DPW; DPT	Include in applicable subdivision improvement plans; review submissions and determine whether triggered by adjacency or project cumulative development thresholds at Major Phase and/or Project-level plan review
North / South	E.42 Seventh Street Eliminate on-street parking on both sides of Seventh Street between Townsend and 16th Streets during the morning and afternoon peak commute periods to accommodate the lane configuration changes described in Mitigation Measures E.29, E.30, E.31, and E.32.	DPT	Provide trip generation calculations and Infrastructure adjacency information; identify any improvements based on cumulative or adjacency thresholds as part of Major Phase and/or Project-level plan review	Redevelopment Agency; DPT; Caltrain; JPB; CPUC	Include in applicable subdivision improvement plans; review submissions and determine whether triggered by adjacency or project cumulative development thresholds at Major Phase and/or Project-level plan review
North/ South	E.45 Extend N-Judah MUNI Metro Line Extend and operate the route of the N-Judah MUNI Metro line from the Embarcadero station to Mariposa Street, using the MMX and Third Street light rail tracks.	PTC	Provide trip generation calculations and Infrastructure adjacency information; identify any improvements based on cumulative or adjacency thresholds as part of Major Phase and/or Project-level plan review	Redevelopment Agency; PTC	Include in applicable subdivision improvement plans; review submissions and determine whether triggered by adjacency or project cumulative development thresholds at Major Phase and/or Project-level plan review
	E.46 Transportation Management Organizations				
North/ South	E.46.a Form a Mission Bay Transportation Management Association (TMA) to implement a Transportation System Management (TSM) Plan.	Owner	No later than first Major Phase approval	Redevelopment Agency	Confirm establishment as part of first Major Phase approval; Agency to consult with TMA as required; TMA to submit periodic status reports to Agency
North/ South	E.46.b Form a Transportation Coordinating Committee (TCC) including representatives of Project Area property owners, surrounding neighborhood organizations, UCSF, SFRA and appropriate City staff, including DPT, MUNI, and DPW, to address area-wide transportation planning issues and coordinate with other uses and neighborhoods in nearby areas.	Agency	No later than first Major Phase approval	Redevelopment Agency; DPW; DPT; PTC	Establish prior to first Major Phase approval; Agency to consult with TMA as required; TMA to submit periodic status reports to Agency

	MITIGATION MEASURE	MITIGATION RESPONSIBILITY	MITIGATION SCHEDULE	MONITORING RESPONSIBILITY	MONITORING ACTIONS/SCHEDULE
North/ South	E.47 Transportation System Management (TSM) Plan Prepare a TSM Plan, which could include the following elements:	Owner (TMA), other developers	As identified by TMA; ongoing review with Agency	Redevelopment Agency; DPT; PTC	Confirm preparation of TSM Plan prior to first Major Phase approval; Agency to consult with TMA as required; TMA to submit periodic status reports to Agency
North/ South	E.47.a. Shuttle Bus System Operate shuttle bus service between Mission Bay and regional transit stops in San Francisco (e.g., BART, Caltrain, Ferry Terminal, Transbay Transit Terminal), and specific gathering points in major San Francisco residential neighborhoods (e.g., Richmond and Mission Districts).	Owner (TMA)	As identified by TMA; ongoing review with Agency	Redevelopment Agency; DPT; PTC	TMA to submit periodic status reports to Agency
North/ South	E.47.b. Transit Pass Sales Sell transit passes in neighborhood retail stores and commercial buildings in the Project Area.	Owner (TMA); other developers	As identified by TMA; ongoing review with Agency	Redevelopment Agency, DPT; PTC	TMA to submit periodic status reports to Agency
North/ South	E.47.c. Employee Transportation Subsidies Provide a system of employee transportation subsidies for major employers.	Owner (TMA); major employers	As identified by TMA; ongoing review with Agency	Redevelopment Agency; DPT; PTC	TMA to submit periodic status reports to Agency
South	E.47.d. Pedestrian Signals at Owens Street Near the Pedestrian Bridge. Pedestrian signals at this location will provide continuity between the pedestrian bridge near Fifth Street and the pedestrian path adjacent to Owens Street, and the residential units in the central subarea of Mission Bay South.	Owner (TMA)	As identified by TMA; ongoing review with Agency	Redevelopment Agency	TMA to submit periodic status reports to Agency
North/ South	E.47.e. Secure Bicycle Parking Provide secure bicycle parking areas in parking garages of residential buildings, office buildings, and research and development facilities. Provide secure bicycle parking areas by 1) constructing secure bicycle parking at a ratio of 1 bicycle parking space for every 20 automobile parking spaces, and 2) carrying out an annual survey program during project development to establish trends in bicycle use and to estimate demand for secure bicycle parking and for sidewalk bicycle racks, increasing the number of secure bicycle parking spaces or racks either in new buildings or in existing automobile parking facilities to meet the estimated demand. Provide secure bicycle racks throughout Mission Bay for the use of visitors.	Owner (TMA), other developers	As identified by TMA; ongoing review with Agency	Redevelopment Agency	TMA to submit periodic status reports to Agency, including annual bicycle survey
North/ South	E.47.f. Appropriate Street Lighting. Ensure that sidewalks in Mission Bay are sufficiently lit to provide pedestrians and bicyclists with a greater sense of safety, and thereby encourage Mission Bay employees, visitors, and residents to walk and bicycle to and from Mission Bay.	Owner (TMA)	As identified by TMA; ongoing review with Agency	Redevelopment Agency	TMA to submit periodic status reports to Agency

	MITIGATION MEASURE	RESPONSIBILITY	IMPLEMENTATION SCHEDULE	RESPONSIBILITY	ACTIONS/SCHEDULE
North/ South	E.47.g. Transit, Pedestrian and Bicycle Route Information Provide maps of the local and citywide pedestrian and bicycle routes with transit maps and information on kiosks throughout the Project Area to promote multi-modal travel.	PTC, DPW to provide in connection with transit shelters and other transit signage	In conjunction with transit shelter and signage plans	PTC; DPW	In conjunction with transit shelter and signage planning process
North/ South	E.47.h. Parking Management Guidelines Establish parking management guidelines for the private operators of parking facilities in the Project Area.	Owner (TMA)	As identified by TMA; ongoing review with Agency	Redevelopment Agency	TMA to submit periodic status reports to Agency
South	E.47.i Flexible Work Time/Telecommuting Where feasible, offer employees in the Project Area the opportunity to work on flexible schedules and/or telecommute so they could avoid peak hour traffic conditions.	Owner (TMA); other major employers	As warranted by development; ongoing review with Agency	Redevelopment Agency	TMA to submit periodic status reports to Agency
North/ South	E.49 Ferry Service Make a good faith effort to assist the Port of San Francisco and others in ongoing studies of the feasibility of expanding regional ferry service. Make good faith efforts to assist in implementing feasible study recommendations.	Owner (TMA)	As identified by TMA; ongoing review with Agency	Redevelopment Agency; Port	TMA to submit periodic status reports to Agency
	F. AIR QUALITY				
North/ South	F.1 TSM Measures Implement measures to decrease vehicle trips, as described in Mitigation Measures E.46 through E.50 in Section VI.E, Mitigation Measures: Transportation	See Measures E.46-E.50	See Measures E.46-E.50	See Measures E.46-E.50	See Measures E.46-E.50
North/ South	F.2 Construction PM_{10} As conditions of construction contracts, require contractors to implement the following mitigation program, based on the instructions in the BAAQMD CEQA Guidelines, at all construction sites within the Project Area:	Owner, other developers	During construction	DPW; DBI	DPW/DBI to require evidence of compliance through site permit process
	F.2.a. Water all active construction areas at least twice a day, or as needed to prevent visible dust plumes from blowing off-site	Owner, other developers	During construction	DPW; DBI	Agency, DPW/DBI to require evidence of compliance through site permit process
	F.2.b. Use tarpaulins or other effective covers for on-site storage piles and for haul trucks that travel on streets	Owner, other developers	During construction	DPW; DBI	Agency, DPW/DBI to require evidence of compliance through site permit process
	F.2.c. Pave, apply water three times daily, or apply (non-toxic) soil stabilizers on all *unpaved* parking areas and staging areas at construction sites	Owner, other developers	During construction	DPW; DBI	Agency, DPW/DBI to require evidence of compliance through site permit process
	F.2.d. Sweep all *paved* access routes, parking areas, and staging areas daily (preferably with water sweepers)	Owner, other developers	During construction	DPW; DBI	Agency, DPW/DBI to require evidence of compliance through site permit process

	MITIGATION MEASURE	MITIGATION RESPONSIBILITY	MITIGATION SCHEDULE	MONITORING RESPONSIBILITY	MONITORING ACTIONS/SCHEDULE
	F.2.e. Sweep streets daily (preferably with water sweepers) if visible amounts of soil material are carried onto public streets	Owner, other developers	During construction	DPW; DBI	Agency, DPW/DBI to require evidence of compliance through site permit process
	F.2.f. Hydroseed or apply (non-toxic) soil stabilizers to inactive construction areas (previously graded areas inactive for ten days or more)	Owner, other developers	During construction	DPW; DBI	Agency, DPW/DBI to require evidence of compliance through site permit process
	F.2.g. Enclose, cover, water twice daily or apply (non-toxic) soil binders to exposed stockpiles (dirt, sand, etc.)	Owner, other developers	During construction	DPW; DBI	Agency, DPW/DBI to require evidence of compliance through site permit process
	F.2.h. Limit traffic speeds on unpaved roads to 15 mph	Owner, other developers	Implement through site permit process	DPW; DBI	Agency, DPW/DBI to require evidence of compliance through site permit process
	F.2.i. Install sandbags or other erosion control measures to prevent silt runoff to public roadways	Owner, other developers	Implement through site permit process	DPW; DBI	Agency, DPW/DBI to require evidence of compliance through site permit process
	F.2.j. Replant vegetation in disturbed areas as quickly as possible	Owner, other developers	Implement through site permit process	DPW; DBI	Agency, DPW/DBI to require evidence of compliance through site permit process
	F.2.k. Install wheel washers for all exiting trucks, or wash off the tires or tracks of all trucks and equipment leaving the site	Owner, other developers	Implement through site permit process	DPW; DBI	Agency, DPW/DBI to require evidence of compliance through site permit process
	F.2.l. Install wind breaks, or plant trees / vegetative wind breaks at windward side(s) of construction areas	Owner, other developers	Implement through site permit process	DPW; DBI	Agency, DPW/DBI to require evidence of compliance through site permit process
	F.2.m. Suspend excavation and grading on large construction sites when winds (instantaneous gusts) exceed 25 mph	Owner, other developers	Implement through site permit process	DPW; DBI	Agency, DPW/DBI to require evidence of compliance through site permit process
	F.2.n. Limit the area subject to excavation, grading and other construction activity at any one time	Owner, other developers	Implement through site permit process	DPW; DBI	Agency, DPW/DBI to require evidence of compliance through site permit process
North/ South	F.3 Toxic Air Contaminants (TACs) Prior to issuing a certificate of occupancy for a facility containing potential toxic air contamination sources, obtain written verification from BAAQMD either that the facility has been issued a permit from BAAQMD, if required by law, or that permit requirements do not apply to the facility	Owner, other owners	Prior to issuance of Certificate of Occupancy for relevant facilities	DBI	Agency, DBI to require verification prior to issuance of Certificate of Occupancy in consultation with DPH

	MITIGATION MEASURE	MITIGATION RESPONSIBILITY	MITIGATION SCHEDULE	MONITORING RESPONSIBILITY	ACTIONS/SCHEDULE
South	F.4 Meteorology Station As soon as possible, to provide reliable wind data for informational purposes, and where applicable, to facilitate the preparation of risk assessment studies, locate and maintain a meteorology station at an appropriate location within the Project Area.	Owner and/or UCSF	Implement through site planning process as part of first UCSF construction phase or other construction phase	Redevelopment Agency; BAAQMD; DPH	Review as part of site planing process for first construction phase; consult with Redevelopment Agency, BAAQMD, DPH
	F.4.a. Hire a contractor to select appropriate sites for location of the meteorology station to ensure accuracy of data. Preferably the site would be located at a first phase building at the UCSF site, which is centrally located in the Project Area	Owner and/or UCSF	Implement through site planning process as part of first UCSF construction phase or other construction phase	Redevelopment Agency; BAAQMD; DPH	Review as part of site planning process for first construction phase; consult with Redevelopment Agency, BAAQMD, DPH
	F.4.b. Once site selections are recommended, contact the BAAQMD for consultation and comment on the sites	Owner and/or UCSF	Implement through site planning process as part of first UCSF construction phase or other construction phase	Redevelopment Agency; BAAQMD; DPH	Review as part of site planning process for first construction phase; consult with Redevelopment Agency, BAAQMD, DPH
	F.4.c. Hire a contractor to select certified equipment and software	Owner and/or UCSF	Implement through site planning process as part of first UCSF construction phase or other construction phase	Redevelopment Agency; BAAQMD; DPH	Review as part of site planning process for first construction phase; consult with Redevelopment Agency, BAAQMD, DPH
	F.4.d. Consult the BAAQMD on the equipment and software that is selected prior to purchase	Owner and/or UCSF	Implement through site planning process as part of first UCSF construction phase or other construction phase	Redevelopment Agency; BAAQMD; DPH	Review as part of site planning process for first construction phase; consult with Redevelopment Agency, BAAQMD, DPH
	F.4.e. Construct and site the station according to BAAQMD standards (written guidelines may be obtained from the District)	Owner and/or UCSF	Implement through site planning process as part of first UCSF construction phase or other construction phase	Redevelopment Agency; BAAQMD; DPH	Review as part of site planning process for first construction phase; consult with Redevelopment Agency, BAAQMD, DPH
	F.4.f. Provide data from the station to the BAAQMD on a real-time basis	Owner and/or UCSF	Implement through site planning process as part of first UCSF construction phase or other construction phase	Redevelopment Agency; BAAQMD; DPH	Review as part of site planning process for first construction phase; consult with Redevelopment Agency, BAAQMD, DPH
	F.4.g. At a minimum, take continuous wind speed and direction measurements for a period of at least two years	Owner and/or UCSF	Implement through site planning process as part of first UCSF construction phase or other construction phase	Redevelopment Agency; BAAQMD; DPH	Review as part of site planning process for first construction phase; consult with Redevelopment Agency, BAAQMD, DPH

	MITIGATION MEASURE	MITIGATION RESPONSIBILITY	MITIGATION SCHEDULE	MONITORING RESPONSIBILITY	ACTIONS/SCHEDULE
North/ South	F.5 Dry Cleaning Facilities Prohibit dry cleaning facilities that conduct on-site dry cleaning operations in residential areas within the Project Area. For any dry cleaning operations with the Project Area, require vapor barriers in their design and construct so as to reduce exposure to perchloroethylene and any other toxic air contaminants handled at the facility.	Owner, other developers; Redevelopment Agency	Implement as part of Project-level review	Redevelopment Agency; DPH; BAAOMD	Agency to review land uses as part of Project-level review and consult with DPH, DBI and BAAOMB regarding any vapor barrier requirements
North/ South	F.6 Child-Care Buffer Zones Require preschool and childcare centers to notify BAAQMD and the San Francisco Department of Public Health regarding the locations of their operations, and require these centers to consult with these agencies regarding existing and possible future stationary and mobile sources of toxic air contaminants. The purpose of these consultations is to obtain information so that preschool and childcare centers can be located to minimize potential impacts from toxic air contaminants emissions sources.	Owner, other developers	Implement as part of Project-level review	Redevelopment Agency; DPH; BAAQMD	Agency to review land uses as part of Project-level review and require evidence of consultation prior to inclusion of such uses in a Major Phase or Project
	G. NOISE AND VIBRATION				
North/ South	G.1 Noise Reduction in Pile Driving Use noise-reducing pile driving techniques such as pre-drilling pile holes (if feasible, based on soils) to the maximum feasible depth, installing intake and exhaust mufflers on piledriving equipment, vibrating piles into place when feasible, installing shrouds around the piledriving hammer where feasible, and restricting the hours of operation.	Owner, other developers	Provide information regarding compliance prior to pile driving	Redevelopment Agency; DPW/DBI	DPW/DBI to review information prior to pile driving as part of site permit process
North	G.2 Analyze Potential Vibrations from Caltrain Analyze potential vibration from Caltrain on the western-most block of Mission Bay North at Berry and King Streets, adjacent to Caltrain tracks, based on information about localized soils, and, if the analysis shows vibration could be significant without mitigation, design and construct foundations of buildings proposed to be on that block with vibration-reducing features to reduce potential impacts from adjacent passenger trains.	Owner, other developers	Provide information regarding compliance prior to foundation construction	Redevelopment Agency; DPW/DBI	DPW/DBI to review information prior to issuance of site permit
	H. SEISMICITY				
North/ South	H.1 Heavy Equipment Storage During the build-out period, store heavy construction equipment in the Project Area during the buildout period that is capable of traveling on damaged roads, clearing debris, and opening access to, and within, the Project Area after a major earthquake.	Owner, other developers	Include in emergency response plan; update as necessary	Redevelopment Agency; Office of Emergency Services (OES)	Require emergency response plan prior to issuance of first Certificate of Occupancy; require periodic updates
North/ South	H.2 Emergency Preparedness and Emergency Response Following build-out, coordinate emergency response plans with the City regarding use of heavy equipment from the City storage yard in the vicinity of the Project Area	Owner, other developers	Include in emergency response plan; update as necessary	Redevelopment Agency; Office of Emergency Services (OES)	Require emergency response plan prior to issuance of first Certificate of Occupancy; require periodic updates

	H.3 Comprehensive Preparedness and Response Plan				
North/ South	H.3.a. Require the formulation of a comprehensive preparedness and response plan for the entire Project Area (as opposed to the typical building-by-building plan), integrated with the City's emergency response plans and in coordination with the Mayor's Office of Emergency Services. An emergency response plan should include: • Community coordination and response • Coordination with government services • Outreach and training (not only for employees but also residents) • Food and water • Shelter • Sanitation • Consideration of need and potential locations for special facilities (operations, medical, etc.) in the context of the citywide Emergency Response Plan and the Project Area's location in Emergency Response District 3 • Organization of employees into response teams • Employee training in response procedures, including setting up a command post, communications, first aid, evacuation, security and clean-up	Owner	Include in emergency response plan; update as necessary	Redevelopment Agency; OES	Require emergency response plan prior to issuance of first Certificate of Occupancy; require periodic updates
North/ South	H.3.b. In addition to the Project Area-wide plan, require each building or complex in the Project Area to prepare an emergency response plan. Each plan would be the responsibility of the owner(s) of each building or complex, and would be reviewed by the City periodically to ensure it is kept up to date.	Owner, other developers	Include in Project-level response plan; update as necessary	Redevelopment Agency; OES	Require prior to issuance of Certificate of Occupancy for each Project; require periodic updates
South	H.4 Fire Station No. 30 Provide seismic rehabilitation of Fire Station No. 30 in the Project Area, if the building is to be reused for human occupancy.	Fire Department	See Measures D.1-D.2	See Measures D.1-D.2	See Measures D.1-D.2
South	H.5 New Fire Station At the time the San Francisco Fire Department determines the population or building density is high enough to warrant it, provide a new fire station in Mission Bay South to reduce the effects of limited emergency access to and from the site following a major earthquake.	City; Fire Department; Owner as allocated in South Infrastructure Plan	Owner obligation to transfer site and make available certain funds and City obligation to fund the balance and construct as provided in South Owner Participation Agreement and Infrastructure Plan	Redevelopment Agency; City; Fire Department	As provided in South Owner Participation Agreement and Infrastructure Plan

		RESPONSIBILITY		RESPONSIBILITY	ACTIONS/SCHEDULE
North/ South	H.6 Facilitate Emergency Access Routes As part of the comprehensive preparedness plan identified in Measure H.3, identify and implement feasible measures to facilitate and improve emergency access routes to the site, especially in the vicinity of Seventh and Owens Streets. Such measures could include design of open spaces to allow vehicle access following in a catastrophic event; designing underground utilities at the Owens and Seventh Streets connector to minimize severe damage or disconnection caused by earthquakes; constructing heavier pavement sections along critical routes if indicated through a geotechnical study; and siting buildings within the area bounded by Seventh Street, the Seventh Street connector, Owens Street, and 16th Street in a manner that would allow emergency vehicle access between these buildings in a catastrophic event.	Owner	Review as part of Major Phase	See Measure H.3	Review as part of Major Phase
North/ South	H.7 Corrosivity Test soils for sulfate and chloride content. If necessary, use admixtures in concrete so it would not be susceptible to attack by sulfates, and/or use coated metal pipes so that pipes would be more resistant to corrosion by chlorides.	Owner, other developers	Include in relevant Infrastructure improvement plans	DPW; DBI	DPW/DBI to review as part of subdivision improvement plan or site permit review process
	I. HEALTH AND SAFETY				
South	I.1 Biohazardous Materials Handling Guidelines Require businesses that handle biohazardous materials and do not receive federal funding to certify that they follow the guidelines published by the National Research Council and the United States Department of Health and Human Services Public Health Service, National Institutes of Health, and Centers for Disease Control, as set forth in *Biosafety in Microbiological and Biomedical Laboratories, Guidelines for Research Involving Recombinant DNA Molecules (NIH Guidelines)*, and *Guide for the Care and Use of Laboratory Animals*, or their successors, as applicable.	Owner, other developers	As part of building permit process; provide annual certification thereafter	DPH; DBI	DBI to review through building permit process, as applicable; DPH to review submissions and monitor updating
South	I.2 Use of HEPA Filters. Require businesses handling biohazardous materials to certify that they use high efficiency particulate air (HEPA) filters or substantially equivalent devices on all exhaust from Biosafety Level 3 laboratories unless they demonstrate that exhaust from their Biosafety Level 3 laboratories would not pose substantial health or safety hazards to the public or the environment. Require such businesses to certify that they inspect or monitor the filters regularly to ensure proper functioning.	Owner, other developers	As part of building permit process; provide annual update certification thereafter	DPH; DBI	DBI to review through building permit process, as applicable; DPH to review submissions and monitor updating
South	I.3 Handling of Biohazardous Materials Require businesses handling biohazardous materials to certify that they do not handle or use biohazardous materials requiring Biosafety Level 4 containment (i.e., dangerous or exotic materials that pose high risks of life-threatening diseases or aerosol-transmitted infections, or unknown risks of transmission) in the Project Area.	Owner, other developers	As part of building permit process; provide annual update certification thereafter	DPH; DBI	DBI to review through building permit process, as applicable; DPH to review submissions and monitor updating

		RESPONSIBILITY		RESPONSIBILITY	ACTIONS/SCHEDULE
	J. CONTAMINATED SOILS AND GROUNDWATER				
North/ South	J. 1 Risk Management Plan(s) Prior to any site development activities in the Project Area, develop and implement an RWQCB-approved Risk Management Plan or Plans (RMP). The RMP shall address all site development activities and post-development activities and shall include specific measures that would be protective of human health and the aquatic environment. The human health standards to be applied in the RMP are a cumulative cancer risk of 1 x 10^{-5} and Hazard Index of 1, or more stringent standards as may be required by the RWQCB. Amend the RMPs as required by the RWQCB to reflect new information regarding contamination, land use decisions, or as a result of Article 20 compliance.	Owner, Agency, other developers	As provided in the EIRP or in RMPs	See measures J.1a-J.1o below	See measures J.1a-J.1o below
	RMP Enforcement J.1a Provide an enforcement structure for RMPs, to be in place and effective during construction and after project development, including: i. Develop and record a restrictive covenant as an Environmental Restriction and Covenant under California Civil Code Section 1471 that: a. Places limits on future uses in the Project Area consistent with the provisions in the RMP; b. Provides notice to current and future property owners that the RMP contains use restrictions and other requirements and obligates property owners to provide like notice to occupants; and c. Provides notice to current and future property owners that the RWQCB maintains residual regulatory enforcement authority over all portions of the Project Area sufficient to compel enforcement of the entire RMP. ii. As part of any future transfer of property title of any portion of the Project Area, require current property owners to provide a copy of the RMP to each of their future transferees.	Owner, Agency, other developers	As provided in the EIRP or in RMPs	RWQCB; Redevelopment Agency	RWQCB to approve RMP prior to site development; Agency to ensure RWQCB approval

		RESPONSIBILITY		RESPONSIBILITY	ACTIONS/SCHEDULE
	Pre-Development Include, at a minimum, the following elements in the RMP: J.1b Limit direct access to areas with exposed native soils (defined as soils that exist at the site prior to project approval) and perform inspections to verify that measures taken to limit direct access are maintained. Alternatively, for each location with exposed native soils, provide risk management procedures for those areas. If this alternative is chosen, for each exposed soil location that would remain vacant and undeveloped at the initiation of development, and for each site that becomes vacant and includes exposed native soil, evaluate and document potential health risks to the general public that could occur before site development using the following process: Evaluate sampling results to determine constituents that could pose a risk to the general public. Identify populations who could be exposed to the constituents in soils based on land uses within and adjacent to the Project Area. Exposed populations that would be considered would include adult and child visitors/trespassers, nearby residents (adults and children), and workers not involved in project construction within and adjacent to the Project Area. Using specific EPA- and DTSC-recommended exposure assumptions, identify the appropriate exposure pathways and assumptions in consultation with the RWQCB. Using the specific exposure assumptions identified above, adopt contaminant-specific interim target levels (ITLs) following regulatory risk assessment guidelines established by DTSC and EPA. Compare ITLs to the range of concentrations detected in exposed native soils to identify areas where ITLs are exceeded. No further action prior to development (other than that required under Article 20 or other applicable regulations) would be required in areas in which ITLs are not exceeded	Owner, Agency, other developers	As provided in the EIRP or in RMPs	RWQCB; Redevelopment Agency	RWQCB to approve RMP prior to site development and conduct any ongoing monitoring of its provisions; Agency to ensure RWQCB approval of RMP

		RESPONSIBILITY		RESPONSIBILITY	ACTIONS/SCHEDULE
	J.1c For areas where ITLs are exceeded, identify specific Interim Risk Management (IRM) measures that would reduce potential contamination-related risks to Project Area occupants and visitors during site build-out. Based on the results of the ITL evaluation and need for site controls, general IRM measures could include measures such as: i. Limit Direct Access to Uncovered Native Soil on Undeveloped Portions of the Project Area. To effectively limit access, install fencing or other physical barriers around the identified areas, and post "no trespassing" signs. ii. Hydroseed or Apply Other Vegetative or Other Cover to Uncovered Areas. Hydroseed or apply other vegetative or other cover to the uncovered areas to reduce the potential for windblown dusts to be generated, and to reduce the potential for individuals to have direct contact with the native soils. iii. Include Safety Notices in Leases. Notify tenants of occupied portions of the Project Areas of the potential risks involved with the disturbance of existing cover (asphalt, concrete, vegetation) or exposed native soil. iv. Conduct Periodic Inspections of Open Spaces. Conduct periodic inspections of the Project Area to reduce the illegal occupancy of open areas by transient populations, and to reduce the illegal dumping by unauthorized occupants or off-site populations. Implement additional security measures such as fencing and/or the use of security guards, if inspections show a need. v. Periodic Monitoring. Perform inspections verifying that risk management measures remain effective by identifying disturbances to cover materials that could result in the exposure of underlying native soil and by identifying areas where temporary fencing or other physical barriers might need to be reinstalled. If the inspections identify areas where measures have been rendered ineffective, implement corrective action.	Owner, Agency, other developers	As provided in the EIRP or in RMPs	RWQCB; Redevelopment Agency	RWQCB to approve RMP prior to site development and conduct any ongoing monitoring of its provisions; Agency to ensure RWQCB approval of RMP
	Development J.1d Include in the RMP, health and safety training and health protection objectives for workers who may directly contact contaminated soil during construction and/or maintenance, including Cal/OSHA worker safety regulations appropriate to the type of construction activity, location, and risk relative to the potential types of hazards associated with contaminated soil or groundwater, and where appropriate, compliance with Title 8, Group 16, requirements.	Owner, Agency, other developers	As provided in the EIRP or in RMPs	RWQCB; DBI; DPW; DPH Redevelopment Agency	RWQCB to approve RMP prior to site development; DPH and, depending on the improvement, DBI or DWP, to ensure implementation of construction-related portions of any measures included in RMP through permit process

		RESPONSIBILITY		RESPONSIBILITY	ACTIONS/SCHEDULE
	J.1e Identify site access controls to be implemented during construction, such as: i. Secure construction site to prevent unauthorized pedestrian/vehicular entry with fencing or other barrier of sufficient height and structural integrity to prevent entry and based upon the degree of control required. ii. Post "no trespassing" signs. iii. Provide on-site meetings with construction workers to inform them about security measures and reporting/contingency procedures.	Owner, Agency, other developers	As provided in the EIRP or in RMPs	RWQCB; DBI; DPW; Redevelopment Agency	RWQCB to approve RMP prior to site development; DPH and, depending on the improvement, DBI or DWP, to ensure implementation of construction-related portions of any measures included in RMP through permit process
	J.1f Identify protocols for managing soil during construction, which will include at a minimum: i. The dust controls found in Measure F.2 in Section VI.F, Mitigation Measures: Air Quality. ii. Standards for imported fill (defined as fill brought onto the site from outside the Project Area) that are protective of human health and the aquatic environment and an identified minimum depth of fill to be required for landscaped areas. iii. A requirement that prior to placement, if native soil in the Project Area is to be used on site in any manner that could result in direct human exposure, characterization of the soil be conducted to confirm that it meets appropriate standards approved by the RWQCB and would be appropriate for the intended use. iv. Protocols for managing stockpiled and excavated soils. v. A program for off-site dust monitoring, consisting of real-time monitoring for PM_{10} concentrations to demonstrate that the health and safety of all individuals not engaged in construction activities would not be adversely affected by chemicals that could be contained in dust generated by soil-disturbing activities. If monitoring shows dust levels exceeding 250 g/m^3, implement additional dust control measures, such as continuous misting of exposed areas with water, until concentrations are reduced below the action level.	Owner, Agency, other developers	As provided in the EIRP or in RMPs	RWQCB; DBI; DPW; Redevelopment Agency	RWQCB to approve RMP prior to site development; DPH and, depending on the improvement, DBI or DWP, to ensure implementation of construction-related portions of any measures included in RMP through permit process
	J.1g Identify protocols for managing groundwater, which will include at a minimum: i. Procedures to prevent unacceptable migration of contamination from defined plumes during dewatering, such as monitoring, counter-pumping, or installing sheetpiles down to Bay Mud before dewatering. ii. Procedures for the installation of subsurface pipelines and other utilities, where necessary, to prevent lateral transmission of chemicals in groundwater. Such procedures could include, but would not be limited to, selection of proper backfill materials and thickness and installation of clay plugs or barrier collars.	Owner, Agency, other developers	As provided in the EIRP or in RMPs	RWQCB; DBI; DPW; DPH Redevelopment Agency	RWQCB to approve RMP prior to site development; DPH and, depending on the improvement, DBI or DWP, to ensure implementation of construction-related portions of any measures included in RMP through permit process

	J.1h	Include SWPPP requirements and BMPs as described in Mitigation Measure K.1 in Section VI.K, Mitigation Measures: Hydrology and Water Quality.	Owner, Agency, other developers	As provided in the EIRP or in RMPs	RWQCB; DBI; DPW; DPH Redevelopment Agency	RWQCB to approve RMP prior to site development; DPH and, depending on the improvement, DBI or DWP, to ensure implementation of construction-related portions of any measures included in RMP through permit process
	J.1i	Include a requirement that construction personnel be trained to recognize potential hazards associated with underground features that could contain hazardous materials, previously unidentified contamination, or buried hazardous debris.	Owner, Agency, other developers	As provided in the EIRP or in RMPs	RWQCB; DBI; DPW; Redevelopment Agency; DPH	RWQCB to approve RMP prior to site development; DPH and, depending on the improvement, DBI or DWP, to ensure implementation of construction-related portions of any measures included in RMP through permit process
	J.1j	Develop and describe procedures for implementing a contingency plan, including appropriate notification and control procedures, in the event unanticipated subsurface hazards are discovered during construction. Control procedures could include, but would not be limited to, further investigation and removal of USTs or other hazards.	Owner, Agency, other developers	As provided in the EIRP or in RMPs	RWQCB; DBI; DPW; Redevelopment Agency; DPH	RWQCB to approve RMP prior to site development; DPH and, depending on the improvement, DBI or DWP, to ensure implementation of construction-related portions of any measures included in RMP through permit process
	J.1k	Establish procedures, as necessary, so that construction activities avoid interfering with any RWQCB-required site investigation and remediation in the free product area.	Owner, Agency, other developers	As provided in the EIRP or in RMPs	RWQCB; DBI; DPW; Redevelopment Agency; DPH	RWQCB to approve RMP prior to site development; DPH and, depending on the improvement, DBI or DWP, to ensure implementation of construction-related portions of any measures included in RMP through permit process
	Post-Development J.1l	Except where testing demonstrates that native soils meet standards established by the RWQCB as being protective of human health and the aquatic environment, require that upon project completion, all native soils shall be capped, so as to preclude human contact by using buildings, paved surfaces (such as parking lots, sidewalks, or roadways), or fill of a kind and depth approved by the RWQCB.	Owner, Agency, other developers	As provided in the EIRP or in RMPs	RWQCB; Redevelopment Agency	RWQCB to approve RMP prior to site development and conducting any ongoing monitoring; Agency to ensure RWQCB approval

		RESPONSIBILITY		RESPONSIBILITY	ACTIONS/SCHEDULE
	J.1m Prohibit residences with unrestricted access to soils in front yards or backyards anywhere in the Project Area.	Owner, Agency, other developers	As provided in the EIRP or in RMPs	RWQCB; DBI; DPW; Redevelopment Agency	RWQCB to approve RMP prior to site development and conducting any ongoing monitoring; Agency to ensure RWQCB approval
	J.1n Prohibit access to native soils for private use. If disturbance of native subsurface soils or groundwater dewatering is planned, carry out these activities in accordance with the elements of the RMP called for in Measures J.1d through J.1k. Following construction or excavation or soil disturbance, restore the cap in accordance with the provisions of the RMP as called for in Measure J.1l.	Owner, Agency, other developers	As provided in the EIRP or in RMPs	RWQCB; DBI; DPW; Redevelopment Agency	RWQCB to approve RMP prior to site development and conducting any ongoing monitoring; Agency to ensure RWQCB approval
	J.1o Prohibit the use of shallow groundwater within the Project Area for domestic, industrial, or irrigation purposes. Permit installation of groundwater wells within the Project Area only for environmental monitoring purposes. Secure and lock environmental wells installed within the Project Area to prevent unauthorized access to the groundwater. In the event the use of shallow groundwater is proposed, perform an assessment of the risks from direct exposure to the groundwater prior to use and obtain RWQCB or other appropriate regulatory agency approval of the results of the assessment and proposed uses	Owner, Agency, other developers	As provided in the EIRP or in RMPs	RWQCB; Redevelopment Agency	RWQCB to approve RMP prior to site development and conducting any ongoing monitoring; Agency to ensure RWQCB approval
North/ South	J.2 Site Specific Risk Evaluation Carry out a site-specific risk evaluation for each site in a non-residential area proposed to be used for a public school or child care facility; submit to RWQCB for review and approval. If cancer risks exceed 1 x 10^{-5} and/or non-cancer risk exceeds a Hazard Index of 1, carry out remediation designed to reduce risks to meet these standards or select another site that is shown to meet these standards.	Owner; other developers	RWQCB to review prior to site work	RWQCB; DBI; DPH, Redevelopment Agency; SFUSD	RWQCB to review and approve evaluations and monitor compliance; Agency, DBI and DPH to ensure RWQCB review and approval through permit process; SFUSD to ensure RWQCB review and approval through school siting process
	K. HYDROLOGY AND WATER QUALITY				
North/ South	K.1 Stormwater Pollution Prevention Program (SWPPP) Develop and implement a comprehensive Stormwater Pollution Prevention Plan (SWPPP) for all construction activities within the Project Area to avoid and minimize erosion and sedimentation in China Basin Channel and San Francisco Bay and to manage other aspects of the construction site. Include at least the following Best Management Practices, or substantially equivalent measures.	Owner, other developers	Submit as part of subdivision improvement plans	DPW; DBI; San Francisco Public Utilities Commission (SFPUC)	Review as part of subdivision improvement plans approval
	K.1.a. Minimize dust during demolition, grading, and construction by lightly spraying exposed soil on a regular basis.	Owner, other developers	Submit as part of subdivision improvement plans	DPW; DBI	Review as part of subdivision improvement plans approval

		RESPONSIBILITY		RESPONSIBILITY	ACTIONS/SCHEDULE
	K.1.b. Minimize wind and water erosion on temporary soil stockpiles by spraying with water during dry weather and covering with plastic sheeting or other similar material during the rainy season (November to April).	Owner, other developers	Submit as part of subdivision improvement plans	DPW; DBI	Review as part of subdivision improvement plans approval
	K.1.c. Minimize the area and length of time during which the site is cleared and graded.	Owner, other developers	Submit as part of subdivision improvement plans	DPW; DBI	Review as part of subdivision improvement plans approval
	K.1.d. Prevent the release of construction pollutants such as cement, mortar, paints and solvents, fuel and lubricating oils, pesticides, and herbicides by storing such materials in a bermed, or otherwise secured, area.	Owner, other developers	Submit as part of subdivision improvement plans	DPW; DBI	Review as part of subdivision improvement plans approval
	K.1.e. As needed, install filter fences around the perimeter of the construction site to prevent off-site sediment discharge. Prior to grading the bank slopes of China Basin Channel for the proposed channel-edge treatments, install silt or filter fences to slow water and remove sediment. As needed, properly trench and anchor in the silt or filter fences so that they stand up to the forces of tidal fluctuation and wave action, and do not allow sediment-laden water to escape underneath them.	Owner, other developers	Submit as part of subdivision improvement plans	DPW; DBI	Review as part of subdivision improvement plans approval
	K.1.f. Follow design and construction standards found in the *Manual of Standards for Erosion and Sediment Control Measures* for placement of riprap and stone size.	Owner, other developers	Submit as part of subdivision improvement plans	DPW; DBI	Review as part of subdivision improvement plans approval
	K.1.g. Install and maintain sediment and oil and grease traps in local stormwater intakes during the construction period, or otherwise properly control oil and grease discharges.	Owner, other developers	Submit as part of subdivision improvement plans	DPW; DBI	Review as part of subdivision improvement plans approval
	K.1.h. Clean wheels and cover loads of trucks carrying excavated soils before they leave the construction site.	Owner, other developers	Submit as part of subdivision improvement plans	DPW; DBI	Review as part of subdivision improvement plans approval
	K.1.i. Implement a hazardous material spill prevention, control, and clean-up program for the construction period. As needed, the program would include measures such as constructing swales and barriers that would direct any potential spills away from the Channel and the Bay and into containment basins to prevent the movement of any materials from the construction site into water.	Owner, other developers	Submit as part of subdivision improvement plans	DPW; DBI	Review as part of subdivision improvement plans approval
North/ South	K.2 Changes in Sanitary Sewage Quality In addition to developing and implementing a Stormwater Management Program for the Central/Bay Basin (see Mitigation Measure K.5), participate in the City's existing Water Pollution Prevention Program. Facilitate implementation of the City's Water Pollution Prevention Program by providing and installing wastewater sampling ports in any building anticipated to have a potentially significant discharge of pollutants to the sanitary sewer, as determined by the Water Pollution Prevention Program of the San Francisco Public Utilities Commission's Bureau of Environmental Regulation and Management, and in locations as determined by the Water Pollution Prevention Program.	Owner, other developers	Submit as part of subdivision improvement plans	Agency; DPW; SFPUC	Review as part of subdivision improvement plans approval

		RESPONSIBILITY		RESPONSIBILITY	ACTIONS/SCHEDULE
North/ South	K.3 Sewer Improvement Design Design and construct sewer improvements such that potential flows to the City's combined sewer system from the project do not contribute to an increase in the annual overflow volume as projected by the Bayside Planning Model by providing increased storage in oversized pipes, centralized storage facilities, smaller dispersed storage facilities, or detention basins, or through other means to reduce or delay stormwater discharges to the City system.	Subject to regulatory approvals, Owner, other developers	Submit as part of subdivision improvement plans	Agency; DPW; SFPUC	Review as part of subdivision improvement plans approval
South	K.4 Alternative Technologies to Improve Stormwater Discharge Quality Implement alternative technologies or use other means to reduce settleable solids and floatable materials in stormwater discharges to China Basin Channel to levels equivalent to, or better than City-treated combined sewer overflows. Such alternative technologies could include one or more of the following: biofilter system, vortex sediment system, catch basin filters, and/or additional source control measures to remove particulates from streets and parking lots.	Subject to regulatory approvals, Owner, other developers	Submit as part of subdivision improvement plans	Agency; DPW; SFPUC	Review as part of subdivision improvement plans approval
South	K.5 Central/Bay Basin Stormwater Management Program Develop and implement a Stormwater Management Program for the Central/Bay Basin applicable to new and interim development under the Redevelopment Plan if any are contributing to direct discharges of stormwater to near-shore waters. Develop the plan in coordination with City and County of San Francisco agencies such as the Water Pollution Prevention Program of the City and County of San Francisco Public Utilities Commission's (SFPUC) Bureau of Environmental Regulation and Management, and the Clean Water Program. Develop the Stormwater Management Program according to guidelines contained in California Municipal Storm Water Best Management Practice Handbook and in California Industrial/Commercial Storm Water Best Management Practice Handbook. In addition, design the program with Best Management Practices consistent with the minimum control measures pursuant to the proposed Phase II stormwater regulations. Implement the Stormwater Management Program until a city-wide stormwater management program is developed that includes any area contributing to direct discharges of stormwater to near-shore waters. If the City and County of San Francisco develops a city-wide stormwater management program, such a program would supersede the stormwater management program for the Project Area. Periodically prepare and submit a monitoring report to the City detailing progress on implementation of Best Management Practices. Modify the Stormwater Management Program, as necessary, to respond to changes in conditions, and record any changes made (additions or deletions) in the monitoring report.	Subject to regulatory approvals, Owner, other developers	Submit as part of subdivision improvement plans	Agency; DPW; SFPUC	Review as part of subdivision improvement plans approval for the first submission that would contribute to direct discharges of stormwater to near-shore waters
North/ South	K.6 Structure Placement and Design to Minimize Dangers of Flooding Structures in the Project Area should be designed and located in such a way to assure the reasonable safety of structures and shoreline protective devices built in the Bay or in low-lying shoreline areas from the dangers of tidal flooding, including consideration of a rise in relative sea level. Detailed construction specifications to mitigate against impacts of a sea-level rise, however, would require specific flood protection engineering and building analysis by a licensed engineer where structures are proposed below a 99-foot elevation (Mission Bay Datum). Measures include:	Owner, other developers	Submit as part of site permit documentation	DBI; DPW	Review as part of site permit approval

		RESPONSIBILITY		RESPONSIBILITY	ACTIONS/SCHEDULE
	K.6.a. Setback from the water's edge	Owner, other developers	Submit as part of site permit review	DBI; DPW	Review as part of site permit approval
	K.6.b. Install seawalls, dikes, and/or berms during construction of infrastructure	Owner, other developers	Submit as part of site permit review	DBI; DPW	Review as part of site permit approval
	K.6.c. Provide for dewatering basements	Owner, other developers	Submit as part of site permit review	DBI; DPW	Review as part of site permit approval
	K.6.d. Construct streets and sidewalks above existing grades by reducing the amount of excavation for utilities or basements	Owner, other developers	Submit as part of site permit review	DBI; DPW	Review as part of site permit approval
	K.6.e. Use topsoil to raise the level of public open spaces	Owner, other developers	Submit as part of site permit review	DBI; DPW	Review as part of site permit approval
	K.6.f. Use half-basements and partially depressed garage levels to minimize excavation	Owner, other developers	Submit as part of site permit review	DBI; DPW	Review as part of site permit approval
	L. CHINA BASIN CHANNEL VEGETATION AND WILDLIFE				
North/ South	L.1 Salt Marsh Wetland Habitat Mitigation Plan Prepare and implement a salt marsh wetland habitat mitigation plan in accordance with the San Francisco District, U.S. Army Corps of Engineers Habitat Mitigation Planning Guidelines. Determine the details of the plan through the Section 404 permit process. Nothing in this mitigation measure is intended to constrain the flexibility needed to meet permitting agency requirements, or adjust to variability in field conditions, new information or technology, or other factors. Similarly, this condition is not intended to conflict with or constrain use of more natural alternative Channel edge treatments that are determined feasible and consistent with adopted Redevelopment Agency standards and guidelines applicable to Mission Bay as contained in Design for Development documents.	Subject to regulatory approval, Owner	Prior to commencement of channel banks work involving wetlands	U.S. Army Corps; RWQCB; BCDC; DPW; Agency	U.S. Army Corps to review as part of Projects involving wetlands construction; DPW to review as part of subdivision improvement plans
North/ South	L.2 Wetland Habitat Avoidance Avoid salt marsh wetland habitat along the China Basin Channel shoreline during installation of suction inlets (and associated piping) used for fire-fighting water supply. Design the storm drain outfalls to minimize scouring and erosion of mudflats in coordination with relevant permitting agencies during the permitting process.	Subject to regulatory approval, Owner	Prior to commencement of channel banks work involving wetlands	Redevelopment Agency; U.S. Army Corps; RWQCB; BCDC; DPW	U.S. Army Corps to review as part of Projects involving wetlands construction; DPW to review as part of subdivision improvement plans
North/ South	L.3 Construction During Pacific Herring Spawning Season Do not conduct any construction activities (including movement of heavy equipment or structures by barge or tugboat) with the potential to cause turbidity in Channel or Bay waters during the spawning season of Pacific herring (December 1-March 1).	Owner, other developers	Prior to commencement of relevant work	DPW;DBI	DPW and/or DBI to review as part of subdivision improvement plans or site permit process

		RESPONSIBILITY		RESPONSIBILITY	ACTIONS/SCHEDULE
North / South	L.4 Turbidity Prevention Require the construction contractor to use shallow-draft tugboats, to prevent turbidity and sediment resuspension caused by tugboat activity in the Channel. Shallow-draft tugboats float higher in the water than deep-draft tugboats. Because they float higher, the tugboat propellers are not as deep under the water surface, and therefore are farther away from the bottom of the Channel. This arrangement has less potential to disturb bottom sediments because the local currents created by the propellers would not extend as deeply into the water column. Require the construction contractor to operate the tugboats at the minimum speed necessary to maintain maneuverability of the barges. Slower speeds would reduce the spin of tugboat propellers, thus minimizing turbidity and sediment resuspension.	Owner, other developers	Prior to water-side construction	DPW; DBI	DPW and/or DBI to review in connection with subdivision improvement plans or site permit process
North / South	L.5 Construction In Channel Confine resuspended sediments from construction activities in the Channel or Bay waters to the work site using submarine silt curtains around pile-driving or outfall construction sites, or silt fences properly anchored and trenched in place at the toe of slope below any grading or rubble-removing activities.	Owner	Prior to construction in or near the Bay or Channel	DPW;DBI	DPW to review in connection with subdivision improvement plans or site permit process
North / South	L.6 Removal and Disposal Plan Prepare a written plan for removal and disposal, including a description of any methods incorporated to avoid or minimize potential surface water contamination shall be prepared prior to removing existing support piles from China Basin Channel for the proposed Channel-edge treatments. Submit the plan to the San Francisco Bay Regional Water Quality Control Board for approval before implementation. Implement the plan during construction and have a qualified specialist monitored the plan to ensure adequate performance. Implement this plan during removal of pilings under the direction of a qualified specialist.	Subject to regulatory approval, Owner	Prior to support pile removal	RWQCB; DPW	DPW to review in connection with subdivision improvement plans or site permit process
	M. COMMUNITY SERVICES AND UTILITIES				
South	M.1 Transfer School Site Transfer the 2.2 acre school site to the San Francisco Unified School District in a developable condition prior to issuance of building permits for residential units that will make the total combined number of dwelling units in Mission Bay North and Mission Bay South equal to or greater than 3,200 dwelling units.	Owner, under the terms and conditions of South Infrastructure Plan and South OPA	As specified in measure	Redevelopment Agency; SFUSD	Review in connection with Major Phase and/or Project-level plan approval
North / South	M.2 Include Water Conservation in Buildings and Landscaping Include methods of water conservation in Mission Bay buildings and landscaping. Water conservation methods include the following:				
	M.2.a. Install water conserving dishwashers and washing machines in rental apartments and condominiums	Owner, other developers	Include in site permit plans	DPW; DBI	Review in connection with site permit process or subdivision improvement plans

	MITIGATION MEASURE	RESPONSIBILITY	MITIGATION SCHEDULE	RESPONSIBILITY	MONITORING ACTIONS/SCHEDULE
	M2.b. Install water conserving dishwashers and water efficient centralized cooling systems in office buildings	Owner, other developers	Include in site permit plans	DPW; DBI	Review in connection with site permit process or subdivision improvement plans
	M.2.c. Incorporate water efficient laboratory techniques in research facilities where feasible	Owner, other developers	Include in site permit plans	DPW; DBI	Review in connection with site permit process or subdivision improvement plans
	M.2.d. Provide information to residences and businesses advising methods to conserve water	Owner, other developers	Include in site permit plans	DPW; DBI	Review in connection with site permit process or subdivision improvement plans
	M.2.e. Install water conserving irrigation systems (e.g., drip irrigation)	Owner, other developers	Include in site permit plans	DPW; DBI	Review in connection with site permit process or subdivision improvement plans
	M.2.f. Design landscaping using drought resistant and other low-water use plants	Owner, other developers	Include in site permit plans	DPW; DBI	Review in connection with site permit process or subdivision improvement plans
North / South	M.3 Extend Auxiliary Water Supply System Extend the Auxiliary Water Supply System (High-Pressure System) through the interior of the Project Area. The routing, design and implementation of the AWSS extensions shall be determined by the Fire Department and the Department of Public Works.	Owner	Include in site permit plans	Redevelopment Agency; DPW	Review in connection with site permit process or subdivision improvement plans
South	M.4 Sewers and Wastewater Treatment Construct a fence around any interim surface detention basins.	Owner	During construction and operation of basins	Redevelopment Agency; DPW	Review as part of Project-level and/or site permit process
South	M.5 Stormwater Runoff Control and Drainage Drain stormwater runoff (up to a 5-year event) from newly constructed buildings and permanently covered surfaces in the Bay Basin into the City's combined sewer system until installation of a permanent sewer system.	Owner	Include in subdivision improvement plans	Redevelopment Agency; DPW	Review in connection with subdivision improvement plans and/or site permit process

		RESPONSIBILITY		RESPONSIBILITY	ACTIONS/SCHEDULE
South	M.6 Construct New Fire Station and Provide New Engine Company M.6.a. Construct New Fire Station Construct or pay for the construction of a new fire station in the Mission Bay South Redevelopment Area to house equipment and personnel serving the Project Area south of China Basin Channel, either in a new building or in the vacant Fire Station No. 30 after rehabilitation and expansion of that building. The San Francisco Fire Department shall review each proposed development phase to determine when land for the new fire station shall be transferred and when planning and design for the fire station shall be initiated.	City; Fire Department; Owner	Owner obligation to transfer site and make available certain funds and City obligation to fund the balance and construct as provided in South Owner Participation Agreement and Infrastructure Plan	Redevelopment Agency; City; Fire Department	As provided in the South Owner Participation Agreement and Infrastructure Plan
South	M.6.b. Provide New Engine Company Provide or pay for the provision of an engine company and associated Fire Department personnel and equipment, and a truck company and associated personnel and equipment, to serve the Project Area south of China Basin Channel. The San Francisco Fire Department shall review each proposed development phase to determine when the engine company and truck company and related personnel and equipment shall be provided.	City	In conjunction with construction of fire station	Redevelopment Agency; Fire Department	As provided in the South Owner Participation Agreement and Infrastructure Plan

SAN FRANCISCO
PORT COMMISSION

SEPTEMBER 22, 1998
MINUTES OF THE SPECIAL MEETING

DOCUMENTS DEPT.
OCT 0 8 1999
SAN FRANCISCO
PUBLIC LIBRARY

MEMBERS, PORT COMMISSION

HON. DENISE McCARTHY, PRESIDENT
HON. KIMBERLY BRANDON, VICE PRESIDENT
HON. MICHAEL HARDEMAN

DOUGLAS F. WONG, EXECUTIVE DIRECTOR

CITY & COUNTY OF SAN FRANCISCO
PORT COMMISSION

MINUTES OF THE SPECIAL MEETING
TUESDAY, SEPTEMBER 22, 1998

1. ROLL CALL

The meeting was called to order by Commission President Denise McCarthy at 3:05 p.m. The following Commissioners were present: Denise McCarthy, Kimberly Brandon and Michael Hardeman.

2. APPROVAL OF MINUTES - September 8, 1998 Regular Meeting

ACTION: Commissioner Brandon moved approval; Commissioner Hardeman seconded the motion. All of the Commissioners were in favor; the minutes of the meeting were adopted.

3. EXECUTIVE

A. Executive Director's Report: Mr. Paul Osmundson, Director of Planning and Development indicated that the Executive Director is in China with the Mayor. He reported the following:

1) A press release was issued by the Mayor's office concerning two appointments to the Port Commission. Pius Lee, President of California Realty and Land Corporation and Brian McWilliams, International President of the ILWU. Their appointment is subject to Board of Supervisors' confirmation. Mr. Pius Lee will replace Frankie Lee whose term expired in May this year and Brian McWilliams will serve in the seat of James Herman who passed away earlier this year.

2) On April 28, 1998, the Commission authorized staff to prepare a bid package for parking operations at the Port. Staff received bids on September 15 for a series of different properties from Bryant and Embarcadero (SWL 330) to SWL 321 at Green Street. The high apparent bid came in $153,000 a month. The Port's annual net revenue is over ¾ of a million dollars.

3) Standard & Poors has upgraded the Port's bond rating from BBB+ to A-. The upgrade was based on four years of solid financial performance, strong management, realistic strategic plan and financial projections for the next five years. Moody's also recently upgraded our bond rating from A to A1. Fitch also assigned us an A rating. The ratings reflect well on the Port and all the staff who does a tremendous job of turning around the Port's finances.

4) The annual San Francisco Fleet Week will take place on October 9 through October 13 along the waterfront. This will be a five-day festival headlined by the Blue Angels air show. The festivities will commence on October 9th with a public party on Fisherman's Wharf from 5 to 9 p.m. with the Fleet Week Aero Club. The Aero Club will feature music, food and appearances by the Blue Angels. Admission is free. The Blue Angels will perform on Saturday, October 10th and Sunday, October 11th from 12:30 to 3:30 p.m. The parade of ships will commence at 11 on Saturday. Three Navy ships will be docked at the Port (Pier 45, 35 and 30/32) offering free tours from 10 a.m. to 5 p.m. on Sunday through Tuesday.

4. MARITIME

A. Approval of the South Seas Steamship Line (Columbus Line USA, Inc.) Marine Terminal Agreement and related amendments to the Columbus Line USA, Inc. Marine Terminal Agreements. (Resolution No. 98-98)

Peter Dailey, Director of Maritime, requested Commission's approval of the 5-year marine terminal agreements with South Seas Steamship Line for use of Pier 80 cargo terminal. South Seas Steamship Line offers service to and from New Zealand, Fiji and Tahiti. They will use San Francisco mainly for export cargoes including containerized canned goods, frozen meat, poultry and other grocery items. Columbus Line, who is a current Port customer, recently purchased South Seas. The Port has concluded negotiations with South Seas Steamship Line and upon Commission's approval, their vessels will commence calling the first week of October. The major points of their agreement include: (1) reduced wharfage and dockage rates based on the total annual volume; (2) in recognizing that Columbus Line now has three separate shipping services at the Port, staff has agreed to pool the total annual volumes of all three services for wharfage rating purposes. Once the combined volume reach the 6,000 unit level, the next unit will be rated at the second tier rate for all services.

Mr. Dailey indicated that this agreement represents the third shipping line to come to San Francisco since summer. It further validates the reopening of Pier 80 terminal as well as the realistic strategy of marketing the Port's facilities to the world shipping company. Container volumes in FY 1997/98 at the Port were up 44% from the year before and nearly 150% from two years ago. With this good news, the Port is beginning to see some impacts in cargo flow directly attributed to the economic uncertainty of world market. Staff is closely monitoring the trends and will report back to the Commission of any dramatic shifts that may impact the Port.

Commissioner Brandon congratulated Mr. Dailey and his staff for bringing in the new shipping lines to the Port.

ACTION: Commissioner Hardeman moved approval; Commissioner Brandon

seconded the motion. All of the Commissioners were in favor; Resolution No. 98-98 was adopted.

5. REAL ESTATE

6. FACILITIES & OPERATIONS

7. PLANNING & DEVELOPMENT

A. Adoption of CEQA findings and other approvals related to Mission Bay North and South Redevelopment Area and Western Pacific Property.

1) Adoption of CEQA findings, including mitigation measures and a mitigation monitoring program for Mission Bay. (Resolution No. 98-86)
ACTION: Commissioner Hardeman moved approval; Commissioner Brandon seconded the motion. All of the Commissioners were in favor; Resolution 98-86 was adopted.
2) Endorsement of the proposed Redevelopment Plan for the Mission Bay North Plan Area. (Resolution No. 98-87)
3) Endorsement of the proposed Redevelopment Plan for the Mission Bay South Plan Area. (Resolution No. 98-88)
4) Approval of conforming amendments to the Waterfront Land Use Plan. (Resolution No. 98-89)
5) Approval of the Amended and Restated City Land Transfer Agreement and recommending adoption by the Board of Supervisors. (Resolution No. 98-90)
6) Approval of the Amended and Restated Port Land Transfer Agreement and recommending adoption by the Board of Supervisors. (Resolution No. 98-91)
7) Approval of the Amended and Restated Agreement concerning the Public Trust and recommending adoption by the Board of Supervisors. (Resolution No. 98-92)
8) Approval of the UCSF Land Donation Agreement and recommending adoption by the Board of Supervisors. (Resolution No. 98-93)
9) Approval of the North Interagency Cooperation Agreement and recommending approval of the Board of Supervisors. (Resolution No. 98-94)
10) Approval of the South Interagency Cooperation Agreement and recommending approval of the Board of Supervisors. (Resolution No. 98-95)
11) Approving, ratifying and recommending to the Board of Supervisors the vacation of the street areas. (Resolution No. 98-96)
12) Approval of transfer of administrative jurisdiction over certain Port property that is the subject of the Land Transfer Agreements from the Port to the Director of Administrative Services, and recommending approval to the Board of Supervisors. (Resolution No. 98-97)

Mr. Osmundson introduced Mr. David Prowler from the Mayor's office who will be making the presentation and answering any questions the Commission may have. Representatives from Catellus and City attorney's office were also available.

Mr. Prowler indicated that the Mission Bay project is the largest development project, approximately 303 acres, in the history of San Francisco. It will cost about $4 billion to build out. The Mayor is very enthusiastic about the prospects offered by Mission Bay. The proposal is the result of two years of intensive review, negotiation and debate by many players. City staff, including the Port, PUC, Muni, Police, Fire, Planning, Redevelopment, and others have been involved in putting this plan together along with a citizens advisory committee. Mr. Stan Smith and Corinne Woods, CAC members, will be commenting on their work. The public at large has been involved as well. Mr. Prowler thanked Paul Osmundson, Neil Sekhri, Cliff Jarrard, Noreen Ambrose, Diane Oshima, Alec Bash and Roberta Jones who help make this project possible.

Mission Bay is actually two redevelopment project areas: (1) the interagency cooperation agreement that is 65 acres north of Mission Creek known as the Mission Bay North Redevelopment Area and (2) the remainder of 303 acres which are found South of Mission Creek. Approximately 350,000 sq. ft. of entertainment/ retail with housing above (500-600 units) is proposed for the north area, which is the first phase of development. Plans and proposals are expected from Catellus in the third or fourth quarter of 1999.

In the north area there will be a total of 3,000 housing units and 20% of which (or 600) will be affordable housing (half built by Catellus and half built by non-profit selected by the Redevelopment Agency). There will be additional neighborhood-serving retail as well as more City-serving retail and approximately 6 acres of parks and open space along the water. In the south area, there will be an additional 3,000 housing units of which 1900 will be market rate built by Catellus and 1100 will be affordable units built by non-profits, selected by the Redevelopment Agency. The total ratio of affordable housing in Mission Bay is 28%, this is double what is typically achieved in a redevelopment area. There will also be a 500-room hotel. Approximately 50 acres of open space in total in Mission Bay North and including 8 acres in the south will be found in the 43-acre UCSF biochemical research and teaching campus. This is a site for public school, a combined police/fire station and 6,000,000 sq.ft. of private biotech or manufacturing researching development or office space. They hope that this will be a cradle of new industry in San Francisco. It is a rich mixture of uses: housing, entertainment, retail, commercial, open space. They propose to move Terry Francois Blvd., which is going to be a major marina green site open space along the water, tremendously increasing public access to the bay. They have allowed for some commercial development such as restaurant to be on Port property, generating revenue for the Port at the southern end. This is going to be a spectacular space large enough to accommodate a soccer field and a football field.

Sedway Group was hired to do an economic analysis of the proposal and they estimate that at buildout, which could take up to 30 years, there will be 42,200 net new jobs attributable to Mission Bay, 30,000 of those will be within Mission Bay and they will generate other jobs to the multiplier effect. There will 42,200 net new jobs, 56% of which will be held by San Franciscans. At buildout, there will be a 5% increase in the number of jobs available to people from San Francisco and expected to be held by San Franciscans. The economic consultant estimate that at buildout the net benefit (after the cost of police, fire, Muni and Libraries, DPW and other costs) to the City's General Fund will be $574 million. The project will also provide $150 million necessary to provide the infrastructure to build the project and $685 million in tax increment above that which is needed to provide the infrastructure. The parks will be maintained for 45 years by a Mello Roos community facility special tax, which will be imposed upon the private owners within Mission Bay. The City will not have the responsibility for maintenance of the parks.

The City has a hiring and contracting diversity program. Catellus will participate in the City's first source hiring program and they have created $3 million for job training as well as $1 million in revolving loans for housing predevelopment. The actions the Commission is being asked today are crucial to help making Mission Bay possible.

Corinne Woods, member of the Mission Bay CAC, UCSF Community Advisory Group, member of the Mission Creek Conservancy, the Waterfront Chair of Bayview Boat Club and a Port tenant, indicated that she has been involved in the Mission Bay project for approximately 15 years. She strongly urged the Commission to approve all the resolutions. She thanked members of Port staff for all their hard work and cooperation: Paul Osmundson, Diane Oshima, Kari Kilstrom, Alec Bash, Carleen Ho, Dan Bell and Roberta Jones.

Ms. Woods commented that the Mission Creek Conservancy has been working with Catellus to develop a habitat enhancement plan for the creek. Catellus has gone beyond CEQA's requirement for mitigation. Because Mission Creek Harbor Association is still a Port tenant, changes in their leasehold will have to be approved by the Commission. Overall, the habitat enhancement plan is an excellent plan. She encouraged the Commission to reactivate the Waterfront Land Use Plan Citizens Advisory Committee. With so many ongoing planning projects, having small individual advisory group focused on one plan is not in the Port's business interest. The Waterfront Land Use Plan Advisory Committee gave the Commission a lot of information about the integration of all the projects. Although the Mission Bay CAC and a UCSF Advisory Group and other committees exist, it would be helpful to have the Waterfront Land Use Plan Advisory Committee reactivated. The Commission, through the approval process, will be working on the Waterfront Land Use Plan amendments to make them consistent with the Mission Bay plan. She asked the Commission to continue to work with the community groups particularly on SWL 337, which under the old Mission Bay Plan was going to be wetlands.

They would like to continue to explore the possibility of wetlands for that site. The Alliance for Clean Waterfront will be coming before the Commission to discuss what the possibilities are for that site. She hopes that in addition to recreational open space, we can keep some of it for the birds too.

Stan Smith, San Francisco Construction & Building Trade and chair of the Mayor's Citizen Action Committee for Mission Bay indicated that the committee was made up of 18-20 very dedicated San Franciscans, who met once a month for two years. He apprised the Commission how much time, hard work and compromise the Committee went through. He complimented the Port and its staff as well as the rest of the departments in the City for putting in a great deal of effort on behalf of Mission Bay. He also indicated that Catellus could not have been a better developer on this project. They listened not only to the CAC but to residents, staff, and organizations that appeared before them. They made compromises where they are needed. They compromised housing, parking, open space on behalf of San Francisco residents.

He then read a statement from the Mission Bay Citizens Advisory Committee... "The Mission Bay Citizens Advisory Committee unanimously endorsed the Mission Bay Plan and related documents on September 9, 1998. The Mission Bay project will bring substantial benefits to the City of San Francisco. The project will provide much needed market rate and affordable housing, significant employment opportunity, and open space and a variety of new park and recreational facilities. Mission Bay will be an exciting new transit-first neighborhood, which can be enjoyed by all San Franciscans. The Mission Bay CAC had been gratified by the opportunity to participate in the project planning process and by the willingness of Catellus and the City to listen to and respond to their comments and recommendations. The CAC looks forward to an implementation and expects to continue to contribute to the realization the project. We urge you to approve the project today." He indicated that the Planning Commission and Redevelopment Agency, at their joint meeting, approved this project unanimously.

Commissioner Brandon asked about the first source hiring program. Mr. Prowler responded that the first source hiring program is a citywide law. It applies not only to Catellus but to developers and employers City wide. It requires that developers of new spaces, retail or office or converters of existing spaces to other users participate in a City system. They are required to give the City a little lead time as to what kind of entry level jobs they expect to have available. The City has an opportunity to tailor its employment programs to train people to be ready when those jobs become available. The employers are required to give the City the first opportunity to fill those jobs and the City would be able to refer people who are certified job ready. There is no obligation on the employer to hire our people but they an obligation to inform us first what their job needs are and secondly give us the opportunity to refer people to fill those jobs. Catellus has voluntarily taken it one step further i.e. they are providing $3 million to help those job training programs off the ground. Commissioner Brandon asked who does the training.

Mr. Prowler replied that probably with a consortium with community based training organization. The Board of Supervisors passed the law in August and it went into effect this month.

Commissioner Brandon asked about the stormwater issue and whether it has been resolved. Mr. Prowler replied that they are well on their way to a resolution. In the Mission Bay infrastructure plan, they plan to separate the storm water from the wastewater in all of Mission Bay south. Since Mission Bay north has a good sewer system, they don't plan to replace it. At Mission Bay South, wastewater will continue to go to the southeast plant. The storm water will be treated on site a number of ways before it makes its way into the bay. The development of Mission Bay as proposed will reduce the number of combined sewer overflows rather than as previously proposed increasing the overflows by two tenths of one percent. They will be able to diminish the number of overflows attributable to Mission Bay. There will be giant scrubbers and vacuum trucks provided to the City by Catellus which will roam the streets of Mission Bay and suck up the particulate matter before the storms can wash into the bay. It will clean the streets using the effective vacuum trucks before the storms come along and sweep the water away. They are looking at a system of spinners (4 or 5 of them underground) so that when the storm water goes into the street, drains and makes it way toward the bay by centrifugal force, it will be filtered in the vortex system or a similar system. They expect that those two together will reduce the particulate matter by at least 40%. They are also working with a number of experts and looking at the possibility of putting together sand filters under the playing fields so the streets would be cleaned and the water would be cleaned in the spinners and then into the sand filters before it goes into the bay.

Commissioner Brandon indicated that she read that there will be a new sanitary sewer and storm drain collection facility built in the south area plan. Mr. Prowler replied that that is not proposed. They are working with a coalition of water advocates and their experts to look at any opportunities for sanitary water treatment on site but it's a much more difficult problem than the treatment of storm water.

Commissioner Hardeman commented that the first proposal he's seen was in 1981. It's nice to see that staff and the Mayor's office and through the energy of our Mayor and his ability to bring people together, a unanimous decision has been reached. He indicated that it is amazing to get a unanimous decision on a project of this magnitude. He is honored to be on the Commission and be a part of something great and the high tech jobs the project is creating is even better.

Commissioner McCarthy asked when housing will be available and whether there would be affordable housing. Mr. Prowler replied that there would be housing in the first phase (approximately 500-600 units), construction will commence at the end of next year. Approximately 100 units would be affordable. Commissioner McCarthy indicated that since this is a unique opportunity to get housing in the City, she asked how soon is housing anticipated each year. Mr. Don Parker of

Catellus indicated that the amount of housing that will be produced is going to be determined by the market. Catellus will be driven to produce the maximum amount of housing that the market will accept. They will look at a variety of for sale and for rent housing and will work closely with the Redevelopment Agency on the coordination of the affordable program. They will be supplying so many affordable units in the north and the agency will be supplying a complimentary number of units in the north as well. In the south, 1100 affordable units will be produced by the agency. When they develop market rate housing in the south, they will also be delivering at the same time the sites to the agency for their construction of affordable housing. There is a major opportunity for them to satisfy a very significant need in the City. Their motivation is to do it as rapidly and as skillfully as possible.

Commissioner McCarthy asked if all the housing would be built in ten years. Mr. Parker stated that if the market holds up as it is today it will significantly shorten the time period. He indicated that Mr. Nelson Rising, President of Catellus, spoke about this issue the other day and he hoped to get through the project in ten years. Everyone in the real estate industry realizes that it's a cyclical business. When things are booming along, the need is significant because of the jobs that are being created. There is a demand and they will try to fulfill that demand in the shortest period of time.

Commissioner Brandon pointed that in the summary of the redevelopment project proposals for Mission Bay for the South Plan area, separate sanitary sewer and storm drain collection facilities would be designed and constructed. Mr. Prowler replied that collection facilities would be built but not treatment facilities. The drainage will be fully separated systems.

Jane Morrison indicated that it would be a good idea if the Commission could consult with the Waterfront Advisory Board about what's happening in that area because there will be a lot of issues. Ms. Morrison commented that at present, SWL 337 could be designated as potential wetlands for habitat and for water treatment rather than have it open space.

Mr. Paul Osmundson, Director of Planning & Development, indicated that the endorsement of the North Redevelopment Plan is before the Commission for a limited purpose. The only Port property affected includes water areas of the China Basin Channel. The endorsement of the South Redevelopment Plan affects considerable amount of Port property. Most of the open space areas and some street areas within the South Plan area are located within Port jurisdiction. The resolution dealing with the Waterfront Plan Amendments revises references to Mission Bay, revises maps and graphics which depict the current proposal. It deletes reference to Mission Bay wetlands and that SWL 337 is no longer included in the Mission Bay Redevelopment Plan areas. It revises maps and policy language in the Waterfront Land Use Plan and Design & Access element to reflect the westward relocation of Terry Francois Boulevard to create the Mission Bay

Bayfront Park. It updates explanations regarding Port land transfers. It revises the criteria and Design & Access element to reflect the relocation of Terry Francois Boulevard.

The resolution on the Amended City Land Transfer Agreement is also for a limited purpose. There are some portions of City Land that are being transferred that some of which would be located within Port jurisdiction. Another element of the Transfer Agreement calls for the Port to lease back to Catellus about three acres of property that is conveyed by Catellus to be eventually developed as street and open space. But until such time, this is needed for the development for those purposes, Catellus would have the right to lease it.

The Amended Port Land Transfer Agreement is the resolution that has the most direct effect on the Port. The purpose of that agreement is to establish terms of conditions under which the Port would transfer approximately 25 acres of Port property in the South Plan area to Catellus or the City for development purposes, consistent with the South Redevelopment Plan. Approximately 7 acres of those 25 acres will be designated as public open space under the South Redevelopment Plan. Catellus may elect to exclude those 7 acres from the transferred property but Catellus is obligated to develop open space on the 7 acres. In exchange for the Port property, Catellus will convey to the Port Catellus' interest in approximately 27 acres of property known as the Western Pacific Property, located outside of the North and South Plan areas adjacent to Pier 80 and generally bounded by 25th, Cesar Chavez and Illinois Streets. The Western Pacific Property will be transferred to the Port free of public trust, except that the trust will apply to a shoreline band having an average width of 125 feet and to an easement parcel consisting of approximately 7.7 acres of submerged lands located along the shoreline band.

Additionally, the Port would lease to the Redevelopment Agency the open space to be developed on Port property, including the Bayfront Park and the Mission Creek South Park (other than the land that the Port currently has leased to the Mission Creek Houseboat Association). The land transfer deals with certain conditions precedent that must be met and it also addresses environmental investigation remediation. It calls for certain waivers and acknowledgements by Catellus and future purchases of property having to do with the Port's ability to continue existing operations and adjacent Port facilities at Pier 48 and 50 where industrial uses exist. Waivers and acknowledgements are required for new residents and landowners in that area. The Amended Land Transfer terminates the existing Port agreement to license and option, which was negotiated on the previous Mission Bay project.

The resolution concerning the public trust authorizes the Port to enter into the amended Agreement Concerning the Public Trust (ACPT), urges the Board of Supervisors to approve the ACPT and makes certain findings required by law to exchange and terminate the public trust. The proposed amendments will implement special State legislation adopted in 1997 for Mission Bay. The trust imposed by the Act on Port property within the South Plan area will restrict uses to public parks,

open space, public access, rail within existing public roadways and utility facilities that do not significantly impair the use of those lands for other purposes.

The UC Donation Agreement is also for limited purposes. The Port is asked to approve it to the effect that the City's donation of land affects Port property. The Commission previously approved the termination of the public trust and the donation of approximately .85 acres of Port property to the Regents for the campus.

The North and South Interagency Cooperation Agreements are between the City, including the Port, Redevelopment Agency and provide for the implementation of each of the Redevelopment Plans. Of particular interest to the Port, the infrastructure plan keeps open the Port's ability to construct, at no cost to Catellus, future rail access to Pier 48 and 50. It also provides for continued freight access to Pier 80 and deals with issues related to potential construction of a rail bridge across Islais Creek, subject to compliance with CEQA and other federal and state environmental laws. The infrastructure plan also deals with sewer and storm drain requirements.

Under these agreements, the Port agrees to delegate its building permit authority to the City's Department of Public Works for streets and open space on property within Port jurisdiction with the Redevelopment Plans subject to the Port's review and comment. The Port retains approval rights over the design of open space within Port jurisdiction.

The resolution on the street vacations is to approve the vacations within the Burton Act line and provide for access rights mainly to the existing tenants along Mission Creek.

The purpose of the interdepartmental jurisdictional transfer is to approve the transfer of Port parcel to the Director of Administrative Services for the joint use of fire/police station.

ACTION: Commissioner Hardeman moved approval; Commissioner Brandon seconded the motion. All of the Commissioners were in favor; Resolutions 98-87, 98-88, 98-89, 98-90, 98-91, 98-92, 98-93, 98-94, 98-95, 98-96, & 98-97 were adopted.

Commissioner McCarthy commented that it is amazing that we have come this far and she looks forward to the build out at Mission Bay. Commissioner Hardeman thanked the Mayor, Port staff, City Attorney's office, Catellus and all City departments for all their hard work. He asked Ms. Woods to convey to the advisory board the Commission's appreciation for all their hard work on this project. Commissioner Brandon seconded Commissioner Hardeman's comments.

B. Informational presentation on the recommendation of the location for the James R. Herman Cruise Ship Terminal.

Mr. Paul Osmundson, Director of Planning and Development, indicated that at the last Commission meeting, staff provided the Commission an extensive presentation for the potential location for the new cruise ship terminal, trends in the industry and some requirements. The Commission was provided a copy of a letter from the Rincon South Beach Citizens Advisory Committee. The letter laid out many of the items that were discussed at the meeting. The CAC was concerned about traffic, views and the height of the development on SWL 330. Other than the CAC's suggestions of looking at both sides in more detail, there was no strong opposition to the project. At the last meeting, the Commission requested specific items related to the cost of the terminal, the cost effectiveness of the two sites that are being considered, the synergy of different uses, transportation issues and the choices around the ancillary development that would be associated with the cruise ship terminal. Mr. Osmundson indicated that staff is not prepared to submit a final report at this time. Staff hopes to make a presentation to the Commission at its first meeting in October.

Mr. Osmundson indicated that in 1991, the Scandinavia Center was proposed pursuant to a Request For Proposals that the Commission issued. A two-berth terminal was estimated to cost between $20-25 million.

At the last meeting, the Commission was briefed on pier reconstruction, seismic upgrade and dredging costs. Staff does not believe that there are any significant differences between the two proposed sites. There could be a difference in the cost related to the terminal if the existing shed at Pier 27 is retained or not. Pier 27 has been recently upgraded and would be less costly.

The Scandinavia Center with the cruise ship terminal (approximately 100,000 sq. ft. terminal with two berths) has the following proposed development: 360 room hotel on the seawall lot, approximately 160,000 sq. ft. of office and retail and an additional 140,000 sq. ft. of exhibition space and 1200 parking spaces. This is the magnitude of the amount of development that's associated with major new cruise ship terminal if the expectation is revenues from the commercial development are to help pay for construction. Staff hopes to return to the Commission at its first meeting in October for the recommendation of a new cruise ship terminal location.

8. FINANCE & ADMINISTRATION

9. CONSENT CALENDAR

A. Approval of month-to-month license with Women's Alcoholism Center for storage space located in the Ferry Building. (Resolution No. 98-85)

ACTION: Commissioner Brandon moved approval; Commissioner Hardeman seconded the motion. All of the Commissioners were in favor; Resolution No. 98-85 was adopted.

10. NEW BUSINESS / PUBLIC COMMENT

Corrine Woods indicated that a couple of weeks ago, representatives from the San Francisco Giants provided the Commission an informational briefing regarding the Coca-Cola sponsored children's playground at the new Pacific Bell Ballpark. At that time, no one expressed opposition to the children's playground with the Coca-Cola sign standing 40 feet tall and 100 feet long looking out over the water. A couple of years ago, a resolution was passed banning billboard advertising on the bay. This advertising falls under the same category. Ms. Woods indicated that it is inappropriate to have commercial advertising visible from the bay particularly of this size and magnitude. Having a children's playground is an excellent idea since the South Beach Park has been truncated by the Giants Ballpark and potential public open space around the ballpark is very limited. It's a great idea to have a place for kids to play during games. It's a great idea for a playground that's open to the public when there are no games but it is important to not have advertising on the bayfront. This issue will be heard at the Planning Commission on Thursday. She suggested that the Port Commission request the Planning Commission to not take any action until the Port Commission can debate on the subject and hear more public comments. She noted that a few people are opposed to the Coca-Cola sign. Commissioner McCarthy confirmed that the Commission received an informal presentation from the Giants. Although the size of the Coca-Cola signage was not clear, the Giants representatives indicated that the signage would be turned toward the ballpark and would not be visible from the bay. Commissioner McCarthy suggested that Ms. Woods contact the Giants and share their concerns and ask to look at the model.

11. EXECUTIVE SESSION

A. Vote on whether to hold closed session to confer with Legal Counsel and Real Property Negotiator.

ACTION: Commissioner moved approval Hardeman Commissioner Brandon seconded the motion. All of the Commissioners were in favor.

At 4:10 p.m., the Commission Secretary announced that the Commission would withdraw to executive session to discuss the following. Commissioner McCarthy announced that the Commission would reconvene at approximately 5:00 p.m. to discuss Item 7C.

B. CLOSED SESSION

1) CONFERENCE WITH REAL PROPERTY NEGOTIATOR - This is specifically authorized under California Government Code Section 54956.8. ***This session is closed to any non-City/Port representative.****

a. Property: Ferry Building
Person Negotiating:
Port of San Francisco: Paul Osmundson, Director of Planning &

Development

An executive session has been calendared to instruct the real estate negotiator regarding responses received to the Request for Proposal.

b. Property: Pier 24-½ (Pier 24 Annex)
Person Negotiating:
Port of San Francisco: Paul Osmundson, Director of Planning & Development

An executive session has been calendared to provide directions to the real estate negotiator regarding the Request for Proposals (RFP) for mixed-use development of Pier 24-½ (Pier 24 Annex).

At 5:05 p.m., Commissioners McCarthy, Brandon and Hardeman returned from executive session and convened in public session.

ACTION: Commissioner Brandon moved approval to not disclose any information discussed in the executive session; Commissioner Hardeman seconded the motion. All of the Commissioners were in favor.

7. PLANNING & DEVELOPMENT

C. Presentation by the four developers who responded to the Request for Qualifications and Proposals for the Design, Rehabilitation and Lease of the Ferry Building.

Mr. Paul Osmundson, Director of Planning & Development, indicated that the Port issued a Request for Qualifications in May 1998 for the Rehabilitation of the Ferry Building. Four companies responded: Madison Marquette, Mentmore Mills Development Team, TrizecHahn and William Wilson & Associates. After reviewing the qualifications of the team, the Commission chose to seek proposals from all teams. Each team has submitted a proposal, copies of which were provided to the Commission. The purpose of today's presentation is to provide an opportunity for each proposer to present their project to the Commission and to the public. Port staff believes that this will allow each developer to present their project in public forum. The developers will be making their presentation in alphabetical order. Each team will be given 30 minutes to make their presentation and will be given a 5-minute warning. The time limit will be enforced. Questions and answers from the Commission will be held until all the presentations are complete. Staff suggested that proposers focus on their team qualifications, design and use program and economic structure and not include estimates of total rental payments to the Port. Port staff along with outside real estate economic consultants will provide an evaluation of the proposals. That information will eventually be provided to the Commission and the public. Mr. Osmundson thanked all the teams for all their hard work, which is reflected in their presentations.

Commissioner McCarthy welcomed everyone and indicated that the Commission does not anticipate asking questions at the end of the presentation. The Commission will submit their questions to staff at a later time.

John Boorn, CEO and founder of Madison Marquette, indicated that they intend to resurrect the soul of this great building. Creating special places is a mission statement of their company. It is what they do and how they work. He would like to show the Commission how that mission is translated into effective results and how it would apply to the project.

Mr. Boorn indicated that Madison Marquette is the developer, owner and manager of 278 Post (at the corner of Post and Stockton Street). It's a project close to him and a critical evidence of their commitment to the City, to San Francisco and specifically to their abilities to accomplish the rebirth of an important building that really contributes to the City. The journey to this effort began 20 years ago at Field Paoli market place in Boston. He was the senior development director of that project and spent time (hours and years) working on the project to represent one of the great rebirths of a very important setting. He left that company after the project was completed and formed a partnership, which redeveloped the oldest shopping center (building in 1828) in the United States located in Providence, Rhode Island. They made a fabulous historic renovation of this project and restored it from a vacant and vagrant place into a wonderful shopping environment.

Thereafter, he formed a partnership called J&B Federated Realty and they became one of the country's largest and most successful regional mall developers. They developed projects across the country during the 80's including Nordstrom, Main Place in Santa Ana and Orange County, to Boca Raton Town Center with Bloomingdale, Saks, Lord & Taylor and others. Along the way, they experimented with new kinds of retailing including the renovation of the Jack's Brewery on the waterfront in New Orleans and a specialty project called Princeton Market Fair in new Jersey. About this time, people's needs and interest in shopping environments were changing.

At the end of the 80's Mr. Boorn sold his interest, joined with some partners and founded Madison Marquette in 1990. They felt that they could create a company that specializes in creating special places, which meant smaller scale, more intimate, more personal, more community oriented and more local. Through this effort, they had a series of development projects. Each one of which was focusing on a creation of a special place. They created through a sense of village, amenities for people, sidewalks and gardens with appropriate tenants. They created urban places such as their Cincinnati project, a partnership with the City and the local trade unions, where they put in Tiffany's Brooks Brothers, a major federated department store and Palomino Restaurant. They are now in the process of creating special projects in Beverly Hills taking vacant parking lots and abandoned earthquake damaged buildings and turning it into urban villages. They are in the final negotiations with the City of Emeryville for a mixed-use project (housing, hotel offices and retail).

Mr. Moore indicated that more relevant is their effort, through renovation, because of its application to the Ferry Building. They have taken villages and created enhanced amenities for people. They tore apart and completely renovated a derelict project in Fort Myers, Florida, and created a beautiful public arena for people and their families. They have renovated a City building in Seattle, which opens today with a San Francisco based retailer (The Gap).

They feel that the critical elements in breathing new life into their projects such as the 278 Post Street project represent patience, skills and a very experienced team. They needed great vision, tremendous resources and great merchants in order to make a real contribution to the City. Mr. Moore stated that the real soul of the Ferry Building is making it a special place; it is also critical that the project works well as an office building. They have formed a partnership with Myers Cousins, a San Francisco developer of 101 Second Street, and have significant resume in quality buildings that represent major commercial successes. Cousins owns a portfolio of office buildings valued over a billion and a half dollars.

The life of a place and the lives of people are founded through the management of these projects. The representation of its community with special activities dealing with the life of the community is equally important. In order to manage and develop these projects, it requires great care and experience in organizational strengths. Their management company is based in San Francisco and has been for a number of years. They have managed the Del Monte Center in Monterey and the redevelopment of town center in Corte Madera. This development represents their commitment to California and San Francisco. From their point of view, great partners are committed to creating special places.

Bob Little, partner and director of Development for Madison Marquette, indicated that Jack Myers, their office partner, will talk about the plan and show how office, retail and public spaces bring life to the Ferry Building. He reflected on two quotations from the RFP. Mayor Brown and his invitation to participate stated, "...complete the connection between San Francisco's robust downtown and a waterfront celebrated throughout the world." They take this invitation as their charge to love, honor and respect the Ferry Building that through history tells a story of 100 years serving as a portal and a gateway to the City, the bay and the people of San Francisco. Secondly, the first paragraph in the RFP makes mention that "...after major public investments, we can once again create a central meeting place." Mr. Little indicated that a special place is warranted, a place where residents, workers and visitors will be drawn to partake in the texture of the City and the connection between the City and the bay. A place that must and can be recreated. A serious undertaking wherein $500 million has been spent to date to bring the bay back to the City and those dollars have been well spent to create an opportunity for generations to come. It is a brilliant undertaking and one that will be very exciting for the City in all respects. In concert with the wishes of the San Francisco Bay Conservation and Development Commission, their goal is to open the building in a very friendly way to

embrace the bay and the City to emphasize the crossroads of commerce and transportation, a place where public trust uses can be celebrated in concert with this great and historic City.

Mr. Little stated that this project is first about San Franciscans, second about neighborhoods, the bay and creating a special place. It is not a place where there should be an entertainment zone or zippy, trendy retail uses. This is a project about the Port, about meaningful commerce, a joyful functional place built on historical roots and historical uses. They looked to the historic uses of the building over time and determined that many of the uses remain valid today and they can compliment those uses by present day activities that San Franciscans enjoy and support. Their experience teaches them that this approach has worked in other places and will work here. Historic renovation is their goal. They will put the building back into its original grandeur, as defined by Page and Associates in their 1976 proposal. With Field Paoli and Page Associates, they will proceed in that effort.

Mr. Little indicated that the sections in the buildings represent the historic accuracy of the restored building. In their efforts to renovate this building, they have focused on transparency in connecting the City to the water. Their first floor plan creates that transparency and the simplicity that puts the City back to the bay. Two components of that plan are the retail merchandising plan and accommodating the ferry access to the intermodal transportation center where 10,000 people travel today and many more will travel in the future. The retail plan celebrates what is uniquely San Francisco. A wonderful bay market will be situated in the center of the building, which celebrates unique California cuisine, seafood, wine, specialty foods and the rich ethnic mix of the San Francisco neighborhoods. The market opens up to the bay all the way through the ferries and beyond Treasure Island. There will be an arcade filled with cafes that connect this building to the City. These spaces are anchored by two large spaces at either end of the building that capture active lifestyles and intellectual food for thought. They envision a City's sports and leisure anchor and a wonderful bookstore with comfortable couches, espresso and great views of the bay. There is a commitment to a village of uses that will draw people to and through the site but most importantly is the setting in which this building is placed. There is an opportunity to create spectacular plazas at the end of the building, connected by a magnificent bayfront promenade that will link those plazas together. When Paul Cayard and the San Francisco Yacht Club wins the America's cup back from New Zealand in 2000, Cayard and his crew will sail victoriously into the Bay and present America's Cup to the citizens of San Francisco at this location. They believe they can get public sponsorship for these activities and they believe they can get an endowment to support public trust uses in this location.

Jack Myers, chairman of the Myers Corporation, indicated that Mr. Little had done an outstanding job of describing the overall project, in particular the context in which the retail element will be well established. It is a very compelling and attractive solution. Mr. Myers indicated that he will be in charge of office development. This building has had a history of occupying tenants since 1898. In their effort to restore

this building and create an office component, which is compelling to the tenants, they intend to restore the interior of this building that is second to none in the City. He showed the Commission diagrams of their proposals. They have created three core vertical transportation areas in an effort to make it more attractive to the tenants that they will be working with and expect to be occupants of the building. The dimensions are unique and having it work functionally for tenants are of base line importance to them. Not only for the access and servicing issues but the technologies of the building as well such as the electrical, mechanical and all the other systems that are incorporated in a first-class building to make it attractive to prospective tenants.

Mr. Myers indicated that the office space is approximately 160,000 sq.ft. There will be the same features from the second to the third level. This is an exciting space, one they thought through very carefully in terms of their pro-forma calculations and a significant amount of rehabilitation in the interior, something both their company, Cousins Properties, Inc. and Mr. Boorne's company possess. The tower, the retail element and the two office floors are working together in harmony. To him, the most challenging thing about this project is blending the interdisciplines of retail, office and public transportation. They intend to fully restore the interior of the building and highlight some of the major defining elements that make this project special.

Mr. Myers indicated that they have assembled a wonderful and competent team. Mr. Boorne has an institutional partner with assets in excess of 5 billion dollars that are extremely excited about the prospect of the project. Cousins Properties, Inc. and the Myers Corporation have aligned itself in joining Mr. Boorne in this project. Cousins Properties have a current market capital of 1.6 billion dollars. They believe that would provide all the financial integrity the Commission would want or expect in facilitating the perfection of this building and they look forward to performing on that premise. Mr. Myers enumerated the members of their team: Field Paoli, project architect, Plant Construction, general contractor, Al Williams, public affairs & local special project manager, and Sherry Walker.

His company will join Madison Marquette in working shoulder to shoulder with the union community, the workforce that will complete this project. They also will work closely with the Port Authority to define the goals and corresponding strategies relating to the minority/women enterprise issues. They look forward with enthusiasm in dealing with those issues as well. Mr. Myers emphasized that he has not seen many teams who are as dedicated as this team. He introduced Sherry Walker, the president of Madison Marquette Western Property Management Company, headquartered in San Francisco for 18 years.

Sherry Walker indicated that the Ferry Building has a glorious history unique to the waterfront and the bay area. She has worked in San Francisco for over 30 years and her office is located in the north waterfront area for 18 years. As a commuter that passes through the Ferry Building, she looks at this beautiful old building and reflects on her travels to other port cities such as Seattle and Vancouver. She can easily envision the first floor becoming a real market for the people of the City and for the

people who work in the building and those who passed through it, creating a public environment that is a special place. Their team is thrilled and very passionate about this project. Ms. Walker showed a slide presentation of their vision and invited the crowd to celebrate this wonderful waterfront and to look forward to a different vision of what the Ferry Building might be.

Mr. Paul Osmundson introduced Bob Mendelsohn of the Mentmore Mills Development Team. Mr. Mendelsohn indicated that the Mentmore and Mills Development Team is pleased to propose to rehabilitate the Ferry Building. It is fitting that the Port has chosen the centennial year of this San Francisco icon to commence the process of returning it to its former glory. The Ferry Building needs to be prepared to again assume a position of great importance. It's construction ushered in the 20th century and symbolized the unbounded optimism and the progressive ideals of San Francisco in the early 1900s. Its rehabilitation, properly designed and implemented, should exemplify the San Francisco waterfront and the economic and cultural vigor of the City as we enter the 21st century.

Mr. Mendelsohn indicated that hundred years ago, the Ferry Building was a point of acknowledgement for San Francisco. It was a principal place of physical entrance to the City but it also served as the symbolic gateway and the link to the East Coast and to the world. Today and tomorrow, the principal cargo to be processed on the waterfront may be visitors. The welcomed resurgence of ferry travel for commuters, visitors and residents means that a restored Ferry Building can once again live up to its name and that the World Trade Center can truly become one. They propose an innovative design solution, carefully crafted to meet all historic preservation criteria. They are prepared to renovate the Ferry Building while enhancing and revealing more of its splendid historic features. A new central atrium will provide a convenient direct link from the Embarcadero to the ferryboats as well as create a wonderful space for a variety of activities. Integrated with historic San Francisco maritime displays and artifacts, it would be a stimulating hub for residents of the City, commuters and visitors to the City and it will bring renewed vitality to the Ferry Building and its neighbor. Their overall development program is a healthy mix of public-oriented retail, offices, cafes and restaurants to the greatest extent possible. The program includes public trust uses, which predominate on the first floor and occupy some of the second and third floors. Public access will extend from the ground floor to the top of the clock tower.

Mr. Mendelsohn indicated that their team is a joint venture between Mentmore Development Company and Mills Corporation. Mentmore Principals bring a solid record of accomplishment for successful private/public development ventures. The strength of the Mills Corporation has been demonstrated in extremely successful retail projects throughout the United States. By adopting its expertise and standing in the retail industry to create a vibrant and elegant retail environments specifically tailored to the historic ferry Building, Mills Corporation will produce a destination that attracts both residents and visitors. The combined financial resources of Mentmore and Mills will provide the Port with a powerful basis for proceeding with the

rehabilitation of the Ferry Building and assure the Commission of a successful project swiftly accomplished.

Mr. Mendelsohn emphasized that their team is San Francisco based, has strong local awareness and know-how. Mentmore will be moving its offices from Pier 33 north to Suite 289 in the Ferry Building in two weeks. They are one of three Port tenants on the team, together with two architects, DeMars and Maletic and the Architectural Resources Group. The rest of their design team is Patri-Merker, Robin Chiang & Company and Stevens and Associates. Collectively, they have designed many of the finest architectural projects in the City including numerous historic rehabilitation projects, a fact that underscores their respect for the historic character of the City's built environment. They have the support of a great local team. He introduced the members of their team. Thurbon Consultants, Horton Lee, Angela MacDonald, Takahashi Consultants, NBA Engineers, Natalie, John Warren and Associates, SOHA, EQE, Whitney Cressman, Jim Haas, Barnes and Clark, Nancy Olmstead, etc. They are proud to have the organized labor's support for their proposal (Stan Smith is the head of the Building Trades, Gunner Lundeberg of the Maritime Trades or Bob Morales of the Teamsters).

Their team has been assembled with great care and is uniquely tailored to meet all the Port's aesthetic and economic objectives for the adoptive reuse of this San Francisco landmark. They have made an attractive financial offer to the Port, which will produce over $2,200,000 in revenue in the first year of occupancy. This total is made up of a guaranteed annual base lease of $1.5 million plus 7 percent participation by the Port in project revenues. Importantly, the 7% is of gross rents, not of net operating income, which would force the Port to become a constant auditor of all of their expense statements. This way, with the 7% of the actual gross rents, they are true partners. Both have exactly the same incentive to maximize rents. In addition to Port revenues, their project will produce tax payments to the City of approximately $1.5 million annually and permanent employment for 920 men and women and 330 construction jobs. Their proposal is solid, substantial and can clearly be achieved by the balance mix of uses they propose. Their finances are fully in place. They will provide the equity of 20%; fleet bank the debt of 80%.

Mr. Mendelsohn indicated that they feature local leadership and know-how. They are San Francisco based. They have been working on their concept for the Ferry Building rehabilitation since the fall of last year. They have extensively researched the historic background and basis for their design. They know what the building structure is. Their historic preservation architect, Architectural Resources Group, has been an integral part of their design team evaluating each idea to ensure that the historic integrity of the building will not be damaged or inappropriately altered but will instead be enhanced.

They also have a keen understanding of the Ferry Building's historic and future civic role in our community. Their design incorporates activities that enliven this venue without creating a carnival atmosphere in an elegant building. They have retained the

noted historian, Nancy Olmstead, whose currently completing the history of the Ferry Building. No one knows more of the Ferry Building and its history than Nancy Olmstead. Ms. Olmstead is going to help organize and direct the installation of a meaningful museum with historical exhibits and graphics interlaced throughout the entire building.

They will also retain the existing children's art museum and will work with the Maritime Trades to erect a monument in the plaza for the men and women of the maritime industry. They also have the local expertise to expedite the entitlement process. They know the regulations including the BCDC and the State Lands Commission. They know their staff and their needs. They know the decision-makers and their hopes for the reuse of this resource. Their team is diverse and inclusionary. They have a proven track record of public/private development projects.

Their team brings to the table extensive experience on significant public/private partnership. Mentmore Principals have been responsible for the development of over 8 million square feet of public/private projects in Washington D.C. alone. Many developers have built successful projects in the private sector. Working in partnership with public entities requires a set of skills which not only embodies the usual design and construction abilities but transcends them. Over the years, their principals have exhibited a genuine understanding of and respect for the processes and goals of government agencies. They know how to share concepts and plans with their counterparts in government. They know how to work in close cooperation with them to turn goals and plans into reality. They understand the difference between the bottom line mentality of the market place and the need for government development to produce major amenities for public enjoyment as well as strong public economic returns. Their accelerated schedule will yield earlier benefits to the Port. Because they spent nine months in analyzing the project before the RFP was released in May and because they are prepared to perform detailed design and engineering work during negotiations with the Port, they can make the distinctive offer of assuring occupancy by major tenants by this time in the year 2000.

Mr. Mendelsohn noted that because of the importance of the Ferry Building and the presence of the World Trade Club, they worked long and diligent with officers of the club to reach an agreement for the long-term tenancy. They are pleased that an agreement in principal has been reached and are proud to include them as the key tenant in the rehabilitated Ferry Building and delighted to have their support.

In a similar way, they have reached an agreement in principle and essentially agreed to all deal points with Gabbiano's to purchase the remaining 44 years of their lease with the Port and Philip Rauscher, CEO of Gabbiano's. This will enable them to connect the Ferry Building with Gabbiano's via that ramp which will bring the opportunity for more economic benefits to the Port, allowing to treat the intervening plaza as a court between the two and add some parking capability.

He introduced Shelly Bradford Bell, owner of SBB Communications, a community

outreach and corporate public relations firm and the executive director of the Bayview Opera House.

Shelly Bell indicated that their diversity is reflected not only in the 17 highly qualified local minority and women owned businesses that make up their team but also the diversity and history and involvement many of their team members have with the Ferry Building. From a historic perspective, their history making team has members who rode on the first ferries out to the world's fair in Treasure Island. Team members who had opposed the building of the original freeway, team members such as Jim Haas who has received recognition from the Board of Supervisors for his work as an organizer and co-chair of the community for Safe Embarcadero, a group that was instrumental in planning of the new landscape roadway and public open spaces that we enjoy today. This team is composed of individuals who have shaped our city's past partnered with the strong group of professionals who are working together to build the future. Their team not only believes in the preservation of history but also believe in making history. The Mentmore Mills team is a strong partnership of San Francisco and Bay Area businesses. This diverse group of businesses are all part of San Francisco's future. Mentmore and Patri-Merker actively support organizations such as the financial support they have provided to the historic Bayview Opera House, which is 10 years older than the Ferry Building and other community organizations throughout this City. Mills Corporation recently committed $80,000 in funding to the neighborhood jobs initiative for the Bayview community to help train and employ welfare-to-work clients. Their commitment to diversity goes beyond WBE/WBE participation. They believe the true spirit of diversity will be reflected in how they work together to preserve history, to build our City and to create the future for all of San Francisco. The Mentmore Mills team members have a place in the past, a stake in the present and a vision of the future, not only for the Ferry Building but for the City of San Francisco.

Mr. Mendelsohn introduced Vernon DeMars, designer of the old town in Sacramento, planner for and one of the architects for the Golden Gateway Center and designer of the Zellerbach Hall at the University of California at Berkeley as well as the student center.

Mr. DeMars showed the study model of the Ferry Building, which is a work in progress. He indicated that the model is helpful for the planners and clients to visualize three-dimensional relationships of both the interior and exterior spaces.

Mr. Mendelsohn introduced Piero Patri, the chairman of Patri-Merker Architects. Mr. Patri was featured in the San Francisco Business Times. He designed the Hills Plaza, the Ritz Carlton, the San Francisco Center and is currently responsible for blocking traffic on Geary because he is working on the Macy's building. Mr. Patri will be joined by Robin Chiang, the president of Robin Chiang and Company. Mr. Chiang is a distinguished architect in San Francisco, a member of ILWU Labor Landmark Board, SPUR and San Francisco Beautiful.

Mr. Patri indicated that they have created a great central atrium from the land to the water connection surrounded by retail. Most of the other retail and restaurants have access from the exterior, from the walkway along the water and from the arcade that they have recreated along the Embarcadero. Mr. Chiang indicated that there is a subtle restoration of the façade of the Ferry Building with some commercial upgrades.

Mr. Patri indicated that at the south end, there is a secondary atrium with will provide access to the second level view restaurant as well as the area above. Mr. Chiang indicated that the drawing shows the southside of the building with an entrance at the base of the arch in the middle and it shows an understated restoration of the building because the side of the building was not originally intended as a ceremonial front.

Mr. Patri indicated that they have created a market circle projecting out to energize the plaza which relates to the wine market and café on the south end of the building. Mr. Chiang indicated that the market circle projects into the plaza and charges it with activities. The third floor has a deck outside over the offices and vistas of the bay.

Mr. Patri indicated that the great central atrium is carried all the way to the roof, surrounded by a series of public service activities. Mr. Chiang showed the drawing of the entrance to the Ferry Building from Market Street. The limestone colored sand stone on the interior is restored as well as the atrium beyond to the ferries.

Mr. Patri indicated that going on the second level, up the central atriums are the elevators/escalators to the historical exhibit areas, the seal of California, the preserved terrazzo floor, providing access to the surrounding office including Mentmore and Limbach and Limbach as well as the access to the restaurant.

Mr. Chiang indicated that a historical center with traditions of ferryboats is located on the second floor. You can see south through the nave of the original building, which is outside the room, and the ceiling has been removed to make room for the third level office and a mezzanine. This recreates the setting that people passing through the building had seen before the earthquake. The central atrium is a three story space, right in the center of the building. The right hand side is the way to the ferryboats and has a computerized scheduling board and on the left hand side is the three story original façade of the nave portion of the Ferry Building. They have brought the nameplates of the original ferryboats and placed them on the balconies. The World Trade Club is located on the third floor.

Mr. Patri indicated that they are proposing to connect the raised promenade on the Ferry Building side and carrying it out to Gabbiano. There will be totally energized eastern plaza. Also located on the third floor would be their international trade center. The ramps, accessing the World Trade Center, will disappear as part of the great open space from the ground level to the roof.

Mr. Chiang indicated that the flags of the world will be moved into the international center and there will be a hole running down to the second floor. They have created

activity center without destroying or removing its historic fabric. In 50 years, when another developer comes along to redevelop the building, they will look back and realize that they did a careful job that new renovations can build upon. They realize that they are just one step in the ongoing history of this historic building.

Mr. Mendelsohn introduced Miles Stevens, President of Stevens & Associates, board member of the Black Chamber of Commerce, playing a major role in the landscaping of the San Francisco International Airport and for the Port doing public access tourist plans at Fisherman's wharf.

Miles Stevens indicated that his responsibility is the public space, specifically the interior courtyard. With the ferry traffic, the maritime monument and Gabbiano's situated in the courtyard, they foresee a synergy of various civic activities in that area. It would be a grand venue for our Mayor to welcome visitors to the City and to the Ferry Building.

Bill Remley, Vice Chairman of Mentmore Development Company and of Mentmore Holdings Corporation discussed the financial aspect of the project. Mr. Remley indicated that their company has developed over $4 billion worth of real estate and represents about 23-million sq. ft. in shopping centers and mixed-use office projects. In addition, Mentmore Holdings Company owns industrial companies which last year did about $1.3 billion in revenue from steel, textiles and plastics. They believe that they have the only joint venture with a major sports league, a national hockey league, to develop community ice skating rinks around the country.

David Malmuth, TrizecHahn Corporation, thanked the Commission for the opportunity to present their proposal. Mr. Malmuth talked about their team qualifications, specifically TrizecHahn's qualifications to undertake the project. Mr. Malmuth will highlight the reasons they believe are the most qualified team to deliver a highly successful project.

He indicated that it is important at this stage of the process to create as many ideas as possible because through the process, some of those ideas don't work. The more the ideas, the richer the outcome. They hope that through this process of discussion with the Port and the community, they continue to highlight the importance of layering the project with a number of important and relevant and plausible ideas. It is their job as a developer to try to create and construct all of those ideas. The following are the major formative ideas that form the core of their proposal.

1) Market – there is an opportunity in this building to create a great heart and they believe that the market is the ideal way to do it. The Bay Area, unique in the world, has a rich bounty of foods. There is also a rich level of interest in culinary matters that's second to none. They hope to bring together that rich bounty of foods, bring the farmers, showcase the project, invite San Franciscans to use this place to make it alive, to capture the excitement of bringing a building back to life. They think that market as a metaphor is the most powerful

the vertical relationship that shows a view into the central atrium, which also allows views of the east, bay and the ferryboats.

Mr. Patri showed the location of the international conference center with video teleconferencing and the cyber center that connects with the south atrium. The cyber center is a computer and internet based educational and entertainment facility that starts on the second floor in the south atrium and goes up to the main area to the third floor and up to the fourth floor mezzanine.

Mr. Chiang indicated that San Francisco does not have a cyber center. For two years, Mr. Patri served as head of the national committee for smart buildings in Washington D.C. It's been his interest to marry information technology, electronic systems and historic renovation. He showed a drawing of what the cyber center might look like. Mr. Patri indicated that located on the fourth floor is leasable office space, the mezzanine of the cyber center along with the control system for this building.

Mr. Mendelsohn introduced Bruce Judd, the founding principal of the ARG Agency, chairman of the State Historic Resources Commission, member of the President's Advisory Council on Historic Preservation and the current president of the foundation for San Francisco Architectural Heritage. Mr. Judd indicated that he has been involved in the Ferry Building for about 20 years. He was involved in writing the original design guidelines and he was part of the Polshek team that did the study on the feasibility of renovating the building, revising the design guidelines, and was involved in the terminal project with ROMA and the seismic bracing project with Degenkolb. He indicated that this is a carefully considered conservative plan that creates an exciting development that meets or exceeds the guidelines and the addendum and the Secretary of Interior's standards. On the exterior, they will reintegrate all four facades into one building. They will remove the inappropriate additions on the north half of the east and north sides, having them become symmetrical to match what was done on the south side. On the interior, the overall intent is not to create an interior mall but to activate the entire perimeter of the building at grade and reestablish the second and third floor axial circulation for systems offices and circulation.

On the first level, they will restore and reconstruct the main staircases. They are reactivating the bayside arcade for use in activities in retail sales. On the second floor, they are restoring the three base of the nave and returning the center of the building to a large concourse so that you can look up both north and south to see the structural system. They are also restoring the State seal. On the third level, they are returning the circulation to go both north and south and opening spaces visually so that original nave may be perceived as you look along the length of the building. On the fourth level, they are opening up the north and south ends of the building and adding a mezzanine. On the tower, they are making an elevator that will go all the way up to the tenth levels and there will be an observation deck and a clock museum on the eight level. In conclusion, they are returning the Ferry Building into a real

way to do it.

2) Transit and water plan – they are uniquely positioned in this building to become a symbol for a revitalized bay area transit system. There is a tremendous push right now to seek out ways to enhance water traffic on the bay. They want to go with that flow and utilize, through their partnership with the Port, the resources of this building to enhance that activity so that they greatly increase the number of commuters coming through this building and greatly enhance the kinds of activities so that people would come to the bay market.

3) Historic Revitalization – it is important for the integrity of this project to have this building restored in a first-class manner. Their team has the experience and expertise. They also think that it is important that the story of the building be conveyed in a powerful way to visitors. They have some notions on how to bring people to the building and give them the experience and understanding of the importance of this structure and allow them to go to the top of the building and have a marvelous view of the City.

4) Programming – in their experience with a number of projects, it is important to program activities to continue to bring life and vitality. Using the theme of food, there is a tremendous opportunity to program festivals and all kinds of special events that bring the outlying areas of San Francisco to the bay market in celebration of food.

5) Partnership – given the complexity of this project, it is impossible to make it work without a high degree of cooperation between their team, the community and other public players that would be ultimately involved in approving this project. The best return that would be achieved by the Port results from a successful project. They have taken some pains to align their interest with the Port's interests in order to attain the same sets of goals.

Overlying all of this is the notion of community participation. It is their sense that what makes a building like this special and gives it heart is when San Francisco feels they own it. The way to accomplish it is to get broad participation from the community, in input and involvement and in operations to continue that spirit through programming.

In summary, the kinds of skills necessary to make this project real: (1) historic renovation; (2) retail and office, both critical to making the project work; (3) the ability to create a viable and successful market; (4) events and specialty retailing, (5) urban setting, this is the clasp in the waterfront's necklace. It is enormously important as an urban piece. It needs to be thought of and the connections that need to be made are extremely important not only to the building but to the entire waterfront; (6) waterfront setting is a huge opportunity. A view to the water is what this building is about. They want to bring the water into the building and connect it to the City in a powerful way. (7) transportation - it's a huge opportunity that they can bring uniquely because of the

qualifications of their team. (8) highly complex regulatory issues – they have great skills to be able to work through them if they create the right kind of collaborative relationship with all parties involved (9) operational expertise – development is challenging and difficult but you have to make it work on a day-to-day basis. Their company with over 40 years of development experience has that capability in-house. (10) San Francisco Bay Area experience – the only true successful project grows out of an understanding of the people and the market. They have that ability and those characteristics built into their team.

Mr. Malmuth indicated that this is a complicated project. Only four highly qualified proposers responded because the project is enormously challenging. This is the sort of project that TrizecHahn live for and this is the sort of project that they get excited about. They are passionate about where they can bring all of the skills and abilities to come up with the unique solution that gives this building an extraordinary life. They have coined the term, "partnering the creation of great places." For them, that means that its' a building that holds special meaning for San Franciscans. It is their job to infuse this building with meaning in a way that becomes a source of great pride for San Franciscans. Their first focus is always on the local market. It is their understanding and their belief that what they should try first is to create something of genuine value to the City and its residents and not target the tourist market first. If they do it successfully then everybody would want to come. They always try to do something that's real and genuine and that's where meaning is derived.

They have done many projects in the past – Horton Plaza, in San Diego was completed in 1985 and broke a lot of rules. What they didn't do was follow a formula. They reinvented the form to make it work for San Diego. The project was so successful that it profoundly influenced the way people think about shopping environments. People go to Horton as a touchstone. Most importantly, it has been the spark in revitalization of downtown San Diego. It is now bustling, vital and alive and a source of great pride for San Diegans.

Larimer Square was a project completed in the late 1980s. It also involved major historic restoration of a broad area. The CN Tower is now a project that they manage on a long-term basis. A great icon for the City but not a good attraction and not connected to its urban fabric. Their goal now is try to make it feel like it's a connected part of the City. University Towne Center is a project where they created a village setting, very appropriate to that market place. New Amsterdam Theatre and 42nd Street, through his experience he understood the power of bringing back historic buildings. What's happening at 42nd Street is wonderful and a great source of pride to New Yorkers. There are a lot of lessons learned about how to approach that type of project in a way that it becomes highly successful.

It was that project that led him to the Hollywood & Highland project, which they have been working on for the last three years. The idea is simple, to create on Hollywood Boulevard the place that fulfills promise of Hollywood. That's what millions of people are going to find and right now they are bitterly disappointed. Over the last two years,

working closely with the CRA, MTA and the City is to fashion a project that pays off that expectation that when you get to Hollywood Boulevard, you'll find something special. A piece of their Hollywood & Highland project is creating a theatre where the academy awards will be hopefully forever held. They have made a 20-year commitment starting in 2001 to have the show there. It's been quite a quick process for a project of $385 million and it speaks to the fact that the City has embraced this project wholeheartedly. They will commence construction on October 8th. The City is a full partner in the project. They have as much pride in the revitalization of Hollywood as they do. They have been a part of a much broader vision in the revitalization of the entire street.

He called out the common elements of those projects. (1) Unique. There is no formula for trying to create a great place. Each one has to derive from an understanding of the local market, its people, and its great opportunities. It took a lot of focus and a lot of work. (2) Integration of new with old – in some cases, like the new Amsterdam Theatre, it was the restoration of existing historic building. In the case of Hollywood Boulevard, the adjacent neighbor is the Chinese Theatre so they have to weave a fabric that is consistent with the historic fabric of Hollywood Boulevard. Creating these projects involve a great deal of consensus building with the community and with the politicians and in some cases, it took many years to accomplish it. They continued to do the work and were ultimately highly successful e.g. Horton took five years in order to be realized. There is a dedication to quality that is a hallmark of their company. They never compromise in creating a place; the smallest details or the quality of tenancy, or the quality of programming. They have always thought it through and always executed at a very high level. They like "joining in the work." They like the sense that what they are doing is locking arms with other business owners and other community members and other residents and joining in the work of that City and figure out a way that they can be a positive and pro-active force in a broader revitalization. They think there are some important lessons learned from those projects that can be applied to the Ferry Building.

Stan Eckstat indicated that water is the inspiration for all their recommendations. The development goals are comprehensive. They are all trying to relate to the City and it's not a prototype. There is also no reference to tourist. In their work in Baltimore, Long Beach, Charleston, every waterfront is discovering that the most important thing are the people that live in the City and the region. If it works and if successful, for the first time San Francisco will have a great public waterfront for the people that live here. It's all about making a plan for the next 100 years for the City. It is the waterfront setting that should be of great civic nature. All the retail, office and mixed use is an opportunity to get to this greater deed. This is a preservation project and they have done a lot of preservation work around the country. The landmark building has in many ways been a barrier, but a beautiful barrier. A barrier that is beyond anyone's dream of architecture. They would like to build upon that and they are also seeking ways to open it up and make it way of getting to the waterfront. The best way of preserving it is to bring it back as a terminal. They have taken the Port's current plan, the scope of the program, the approvals and in the site plan, they have reconfigured the

water plan. For them, the key to all the successful ones is water plan first and foremost, not the land plan. It is what's in the water that is the key to the waterfront projects. They have shaped a water plan which brings all the ferry terminal operations, ferry boats in front of the terminal so that the terminal acts as bringing people to and from Market Street. It is the shortest path to transit to downtown. They want to open up the entire ground floor to function as a terminal for what they see as an emerging growth in water transportation as well as commercial, entertainment, cultural facilities and pleasure boats. They have move all the pleasure recreation, marine operation to the south. With all the liberties they have taken, they are cognizant what is going to be approved or not. If they can't do this, they'd like the Commission to see the potential. They will go ahead with the Port's plan and integrate it as well within the market and their plan. They think the Commission needs to see the bigger picture because we could get a better operation for transportation. They think they could greatly enhance the retail and public benefits by having more inter-relationships between the water and the land. These are totally integrated into their work.

In this plan, they have created more public spaces, of higher quality and greater variety. They have put more activities in the water in all parts of the waterfront. They have also created a whole commercial entertainment that goes along with the restaurants and the food. The ground floors are oriented to the water itself even though it serves other purposes. They have also added a whole new public cultural facility for the Commission to consider. This may be one of the last great spots that you can bring all the wonderful culture and performing arts of the City to the waterfront.

Leon Sugarman indicated that their love and the love of San Franciscans of food is the key to the ground floor use and their plan proposes a public market of the entire ground floor. It comprises of seven parts (1) California Market, which runs along the length of the building. They will open up the nave to all three floors. This is going to be a space of what California has to offer in terms of produce, vegetables, wines, spices, etc. (2) Fish Market, fish & chips, seafood bar, and you would be able to buy fish and have it cooked for you (3) Meat Market - where you would be able to buy fresh meats, lambs, sausages, chickens, kabobs and various prepared foods. This is a catalytic space where people would come in the morning, afternoon, evening. It is great celebration in all its various guises. (4) Deli - it is a celebration of San Francisco's diverse ethnic neighborhood - North Beach, Mission, Japantown, Chinatown (prepared foods to take out and eat on the waterfront promenade) (5) Bakery - buy fresh croissants in the morning or fresh bread to take home in the evening. There will be desserts, ice cream, etc. (6) Market Arcade running the whole length of the market. There will be day stalls not only for various farmers but for incubation retail that will support various new enterprises. For example, every Tuesday, there will be a flower day etc. (7) Farmer's Market will be held on Thursday or Saturdays together with Stan's celebration of the culture of San Francisco during lunch hour.

Central to all this is the idea that this market is a place for people of San Francisco to come. There will be TV studio in the middle and there will be cookery demonstrations. There will be different types of events at all times. At each end of the building, there

will be two large restaurant complexes, retail with the different books or cookery items. The market acts as a catalyst in terms of its uses and how people will move in and TrizecHahn's experience of outside events and programming of spaces will help to activate all the spaces. There will be a three-story atrium space. There will be a main lobby for special events. This is where there will be Christmas tree. Throughout the year there will be different opportunities to occur.

Lee Wagman, President of TrizecHahn, indicated that this is an important project not only for the Port, the City and for them but also because it is an opportunity for them to work side by side, shoulder to shoulder with the single best group of employees and consultants that he had ever seen established with extraordinary capabilities. Although there are a lot of characteristics that commend TrizecHahn, he thinks that they resolve themselves into two indelible differences: the expertise they bring to the project and the credibility that they have to deliver. Although there are a lot of things than can speak loudly about this project, what speaks loudest is the fact that they are both an office and retail developer. This is not a joint venture that was cobbled together for a presentation to the Port. Office and retail are the pillars of their company. They have a portfolio of some 60 million sq. ft. of office space including the Sears Tower in Chicago, the Grace Building in New York and the Watergate Complex in Washington, and many others. On the retail side they blend with the legacy in pioneering retail development that expand nearly 50 years. It has, as its heritage, both California and the Bay Area; it is a particular strength of their company. In each of those decades, they have had an opportunity to pioneer what was at that point new retail concepts. In the past decade, they have produced such dazzling award winning projects like Horton Plaza that have sparked redevelopment of cities and bear close analogy to this project. In addition to that experience comes the day-to-day operating experience. It is not enough to be a developer or have good design and development staff but have the ability to operate on a day-to-day basis, market it, lease it and produce the results that will sustain this project overtime.

There is another aspect of expertise that is important i.e. their ability to deliver unique projects that are special, sustainable urban projects. This is not a formula project. This is going to be a handcrafted development. One in which new ideas are going to have to prevail and the ability to carry them forward is what will determine their success. Their ability and vision to take faded urban icons in Hollywood, in the City of Toronto, in a train station in the center of Budapest are testimony to their ability to deliver on this expertise.

Mr. Wagman indicated that the decision the Commission makes in selecting a developer rest more than on expertise. It should also factor in some characteristics that talk about credibility. Who among the group has the best opportunity to deliver on their promises? Who among the group has the credibility to back up their plans? Their financial resources are one of the largest real estate companies in the world today. They have a $7.5 billion company with over a billion and a half dollars of investable cash to bring to bear on projects like the Ferry Building. They lead the industry in aspects of liquidity in growth and investor return. They are also a diversified global

company that can bring resources and relationships to bear that others can't. It is particularly important to understand financial resources in today's economy. This is a project that will nearly be $100 million with equity in the range of $30 to $50 million and you need the resources to deliver on it. Both sides need that certainty. They have resources throughout the industry, not just the business world but also retailing and entertainment and the food world that are unique to TrizecHahn. The relationships that they are most proud of are the ones they have built with cities, public agencies, with their staffs and their consultants. He suggested that the Commission should do their research and call the other cities that they have worked with to see the legacy that they lead. This is a partnership and the Port is going to rely on them to come through and whoever is chosen for this project to come through on their vision.

Finally, the credibility of their company rests heavily on the shoulders of the individuals on their team. They speak volumes to their commitment to this project. He indicated that the Commission has the company's commitment that they will deliver on what they promised and what they promise will be extraordinary, will be successful and will be memorable.

Bill Wilson, president of William Wilson & Associates, a local firm. He introduced their presenters: James Jefferson, partner and development manager, Chris Meany and Richard Springwater, partners of their firm and Cathy Simon of Simon Martin-Vegue Winkelstein Morris. The team is local and has been in business for 35 years. They currently own and manage 14 million sq. ft. of office and retail with 275 employees. They have been very active in San Francisco. They have built a 1,200,000 sq. ft. in San Francisco from 1972 to 1997. They currently own five office buildings in San Francisco e.g. McKesson Building at One Post and 120 Montgomery. They are currently the development managers of the Gap Building headquartered in San Francisco. They are in the process of merging with a large company called Cornerstone Realty. They are $4.5 billion company with 20 million sq.ft. they own throughout the country. When they complete the merger in November, Mr. Williams will be the chairman and president of the West Coast company. In summary, he indicated that they will perform. They built 80 buildings throughout their 35-year career. They have never had any foreclosure. They have done what they said they were going to do. If they are selected, they have the financial resources and the skills to accomplish this exciting project. Their plan is exciting, it hits the market, and it's economical and something that is doable. They have done due diligence on this project. They are comfortable with what they can achieve. This will be economical and financially viable. The Port will make a lot of money on this project.

James Jefferson of the Jefferson Company indicated that their role on the team would be as development managers. They will be working with William Wilson and other members of the team and handling the day-to-day activities that they believe will be vital to the realization of the project concepts. The concepts are described in more detail in their proposal. More specifically, their work activities will involve the implementation of entitlement, design, construction, leasing and progress reporting to the Commission as well as HRC and others.

Mr. Jefferson indicated that what separates them from the others is the theme of their presentation is "they deliver." They deliver not by virtue of what they say they are going to do but by virtue of what they've done. This is an exercise to deliver for the people of San Francisco, a product that they have been waiting for a long time. Getting results and delivering is what this is about. In terms of tenant mix and diversity of tenants, one of their roles is to address those specific items. When you are talking about tenants, you're talking not just about what other traditional concepts. Many of the local operators are left out of the picture. Everybody wants to participate in a project like this and it's up to us to make sure that they have the opportunity to do so. They delivered in the Fillmore. After 30 years of effort, the Redevelopment Agency, attempting to develop a concept that would bring economic revitalization to that area, hired his company. They developed a concept that is now widely acclaimed at the old Fillmore Jazz Preservation District, which is on a verge of implementation. They delivered for the San Francisco Giants when the Port Commission required that they develop a jobs program that embrace results. They developed the program in diversity that is now lauded by many in the City as a model to be followed when they propose that they support the recruitment and inclusion of a hundred apprentices that would go through union training programs and have young people from low income areas throughout the City to work on the Pacific Bell project. That number has now grown to 300. They also delivered for Mission Bay after many years of ups and downs. They will bring to this team the skill that is necessary in order to craft programs that truly embrace people and will reflect the diversity of San Francisco. You don't hear many teams talking about tenants such as the Ginger Bread House in Oakland. They would be very viable on a project like this or Rosalee's Taste of New Orleans or Rosco's Chicken. These operators who can bring operations to the Ferry Building of the type that would truly reflect the diversity of San Francisco.

Mr. Jefferson indicated that their job is to make sure that these opportunities are brought to fruition and their plan reflects the specifics of how they would do it such as providing finish space so that the cost of moving in is minimal and providing rents at least 50% of the market so they can afford to participate. Producing carts and kiosks as start-up opportunities for local operators. Providing the financial support that is necessary in order to finance, start up and operate for the opportunity to become a reality. Food and entertainment is a common ground that could bring people together.

Richard Springwater indicated that the California Academy of Sciences really felt that the Simon Martin-Vegue Winkelstein Morris team is the San Francisco firm that had the most design talent and had the experience working with the City. He introduced the members of their team – Simon Martin-Vegue Winkelstein Morris, Baldauf Catton von Eckartsberg, Page & Turnbull, Plant Construction, Rutherford & Chekene, Moffatt & Nichols, Business Development, Inc., Pittman & Hames Associates, Carter Tighe Leeming & Kajiwara, Horton Lees Lighting Design, Debra Nichols Design, A.R. Sanchez-Corea & Jennifer Mahoney, Jefferson Company.

Cathy Simon indicated that this presentation is a wonderful opportunity to look at the

Ferry Building, the waterfront and future of this special part of San Francisco. The Ferry Building was the hub of San Francisco, the place that was not only a gateway from but a gateway out from the riches of California. A way of welcoming people whom came across the bay from Oakland and from all around. During its heyday more people went through the Ferry Building annually than the people that go through the San Francisco Airport today. It was a symbol of the achievement and optimism of the City. It was built, it withstood the earthquake and a place of celebration. It is a very interesting building. The outside of the building is a spectacular civic landmark but inside it was always a kind of utilitarian building. Ms. Simon showed the location of the nave, which was the two story place for all the people who went on ferries went up a floor and went out on gangplanks then on across the bay. It celebrated arrival, it celebrated progress. It was a meeting place and common ground for the City. It had all kinds of railroads, cars, pedestrians, and bridges. It was a place where you get anywhere to any place. They could call this presentation and the idea they have "it's the nave stupid" because this building is about that great public place. Their idea is to look at their nave and see how they can transform it into a place of the future, a place of vitality and place for common ground. Unfortunately, during the middle part of this century, people didn't think about the nave as so important. When the ferries stopped, when the Bay Bridge was built, the nave was filled in. All of the beautiful steelwork was filled with ducts, pipes, etc. Including the Port offices and the offices of Limbach. Luckily the great seal of California was saved on the 2nd floor. To add insult to injury the Embarcadero freeway was built, which was luckily removed by an act of God a few years ago and now we have the San Francisco icon, Ferry Building, restored and reconnected to this great City.

With the removal of the Embarcadero freeway proves that if you unbuild it, they will come because this place has become San Francisco's backyard, front yard, great lawn walkway, and herb Caen way. It is a place where people gather every weekend, every day of the year. The Ferry Building is front and center of it. Part of the Ferry Building involves a new ferry terminal all around the ferry plaza. It involves Pier 1 with a new public access all around it. It involves the removal of Pier ½ and bringing that wonderful bay right up to the Embarcadero and increase the amount of ferries coming to the City.

There are some wonderful remnants of the building. One of their goals is to think through these remnants. They begun to look at the building not only as a civic icon but as a potential place and they thought about what they could do, how could they think about this building in a way that would make it a place whose meaning is restored to it. You cannot infuse meaning into the Ferry Building. It has so much meaning for all of us. But you can make that meaning more manifests. They began to look around at San Francisco's public space. It is very interesting to note that San Francisco really does not have very many indoor public spaces. It has wonderful outdoor public spaces like the Civic Center Plaza and it has Golden Gate Park. As far as indoor spaces, it has the Great City Hall, which is being restored, and the new main library. Both of those are very special, very public places. If they could take this great public space of the Ferry Building that was historical and had a real meaning and purpose and somehow bring

this into a new reinvigorated wonderful public place for the City right at the edge of the bay. They looked around the world. Many other cultures have these kinds of indoor meeting spaces which are wonderful places where people come together to experience community and they are all over the world. There are places where they come and feel very much a part of that sense of community. It is a common human desire to have a community and be with other people. It is nice to do that and be able to have other experiences as well, a place that dignifies and celebrates that community. What could they imagine making the Ferry Building a great public space by bringing the nave down to the main floor and revitalizing the edges, making the edges somehow interact with that public life that celebrated an iconic way in this gallery.

In 1898, the Ferry Building had a solid ground floor. It had a nave on the second floor that went through the third floor. Their idea is to bring that great nave down to the first floor and to create an east/west access as well as bring people from the City to the waterfront.

Chris Meany indicated that one of the most important things they are going to do is to recreate one of the great public spaces in San Francisco and on the West Coast. Everybody believes that the Ferry Building needs to be the central place of the waterfront. To them, the ideas are clear. Food is the common ground. This is a City of great food traditions. This is a City in which we have organic farmers, food producers that create great olive oils and our restaurants are renown the world over. They will deliver this program and to do that they have shown not only a scheme but also an actual merchandising plan. They are going to take the arcade and build it out as an open-air market. There are some service and seismic issues that have to be taken care of. They have provided that the retail shops will have several points to walk throughout the building but there will be seismic elements to be introduced, which would shield the necessary back of the house space. They are going to build architectural whole units on the arcade, small shops that are food producers who don't have the ability to write huge tickets for tenant improvements but can come in, build out and open up and have successful business. It also means that the Ferry Building can be restored in such a way that they control the architectural design. There will be no "malling" of the Ferry Building. There is no "brand" retail here. Importantly, 5000 sq. ft. (which is a third of the arcade space) is reserved as an incubator program, a specific program they developed where they are going to build out, provide management assistance with Jim Jefferson's help to ensure that they represent entrepreneurs from all over the City. Another important element of their plan is that in the nave, they are going to have lots of kiosks, which are designed to shield seismic elements and carts for people to start business at low capital costs. They have cafes located at the north corner of the buildings. They have two signature restaurants and casual restaurants. The food shops will sell not only prepared foods but also foods where you can go in and eat and they will flow right into the nave. There will be an oyster bar put on the City side of the building, outdoor tables at the corner. Not only could you buy oyster and beer but sit and enjoy the bar. They will have meat, poultry markets in small increments so that the rents are manageable but at the same time provide the Port it needs.

Richard Springwater explained how the central part of the building works and how it connects the central business district to the office space they provide. The plan shows the entrance to the Ferry Building. They preserved and restored the existing stair. They have created a small museum to the Ferry Building underneath the clock tower and introduced an office lobby in the bay where the previous stair was located and where the current ramps are located. These are the entrances that flow out onto the Ferry plaza and this is the path of circulation for ferry travelers. There are two ticket kiosks located central and central importance to the scheme and they have introduced the motif, which is the great seal of the City of San Francisco that echoes the seal that appears on the second floor representing the seal of the State of California. The office space looks predominantly toward the bay, with deep office based space. It has spectacular view space. Toward the inside, it looks in toward the nave. The second floor is the honorific location of the Port conference room and they've relocated the great seal of the State of California to the foyer outside of the Port conference room. They see the second and third floor as functioning as office floors in contrast to the ground floor which is given entirely to public access and retail.

Cathy Simon indicated that the edges that Mr. Springwater mentioned are permeable and crisp. The Embarcadero side where uses flow out. The ferry plaza side, which might encompass the ferry plaza farmers market where the parking in the building on the weekends could be turned over to trucks for the market. The Embarcadero, Herb Caen Way can be transformed into something wonderful. The uses flow out. The side of the building could be transformed. It does not to be a theme it has the authentic market in a very authentic wonderful place that's full of meaning for all of San Francisco. People will come and enjoy it and revel in it. It's what will be a signature piece of San Francisco. People will come from all over the world to see it and be there. You never know what can happen in the market. This is about contact between people. It's about this kind of intimate activity and the urban celebration of this City.

Mr. Springwater indicated that the lease structure is as simple as the architectural idea. In the architecture, they looked at the building and they unanimously concluded that the idea of the Ferry Building was the nave. When they turn to the lease structure, the term is simple. The term is 65 years; they will pay a basic master rent of $1.4 million per year. They will give full CPI adjustment on the basic rent and will give the Port one half of the access cash flow after receipt of William Wilson equity on 11% return. The idea is that participation rent is a very important part of the economics. After ten years, the participation rent is greater than the basic rent and the CPI rent combined. For the 45 years that go beyond, the differential simply increases.

Commissioner McCarthy commented that having gone through the proposals this weekend, it is nice to see them all explained with the graphics and the personal touch. It was clear that everyone did a great deal of work and care a lot about this project. She noted that there are four wonderful developers, all of whom could deliver a wonderful project.

Helen Marte-Bautista, representing the International Children's Art Museum, thanked all the developers who presented a wonderful piece of ideas. However, she only heard one major developer using the International Children's Art Museum as a piece of their presentation. She wanted to ensure that everybody understands that children are also an important party to this Ferry Building. She did not hear any comments resonating the issues about children and use of children and things for children. When you are building for a community, you have to remember that there are children in the community and you must also build for them.

Alphonso Pines, field representative for Local 2, represents the 80 members/workers at World Trade Club. Local 2 is in support of the World Trade Club, those are good jobs that provide medical benefits and good wages for the members and their family. One of the things that has happened since the Mid-Embarcadero construction commenced is the World Trade Club business has suffered a lot because of the lack of parking. Not everybody is going to catch the boat. They would like the Port to help the club and its members. He requested that the Port consider parking in the plan.

Jane Morrison congratulated the Port and the planners. She indicated that a variety of public attractions are needed to attract the people that work downtown and the people who are visitors of the City and people from all over the bay area and the ferry riders. The main thing is to make the Ferry Building a transit hub for the ferryboats and everything else that connects with that to take them around the City. The streets are getting so crowded; it's better to have the developers come up with plans that don't require more parking. The developers should consult with the public as often as they go through their plans. It is important that a developer has the San Francisco way of thinking. This is a different City and people from outside very seldom understand San Francisco. Ms. Morrison indicated that she's very much in favor of opening up the tower to the visitors and everybody.

Eula Walters indicated that she's lived at the Golden Gateway Center for 25 years. There are 2,000 people who live in that community. There are 10,000 people who work at the Embarcadero center. Nothing's been mentioned about childcare in this building. Nothing's been mentioned about trees, green grass, and flowers on the outside, soft scape park across the street at Blocks 202 and 203. Parking is suppose to be allowed underneath block 202 on the south half of it in an agreement she made in 1996 with Mayor Brown. She wanted to know why all four of these developers have avoided talking about parking and traffic.

Stan Smith, San Francisco Building and Construction Trades Council, indicated that the Mentmore team has contacted him to take a look at their project. He was pleased with all the presentations but he was more pleased with Mentmore and glad he's decided to give what support he could to the Mentmore team. He agreed that we absolutely need childcare center. Commissioner Brandon asked about brining people in, he promised that as long as he is in the project, there would be opportunities for minorities in San Francisco. They will make sure that this team will have a good affirmative action program and bring San Francisco residents in to learn trades and have medical benefits.

Ernestine Weiss thanked all the developers for their presentation. She indicated that she preferred the Mentmore developer team because they embody all the different aspect of the building - a little culture, a little food, a little of everything. We need different representation and a good mix. She hopes that this moves forward. The Mentmore team has all the talent, and the financial resources. They would be the best developer and they have all the attributes and she hopes that the Commission chose them.

Commissioner Hardeman moved to adjourn the meeting. Commissioner Brandon seconded the motion. The meeting was adjourned at 8:15 p.m.